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October 22, 1997

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Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

In re: HEARTLAND ASSET TRUST, INC.

Gentlemen:

Enclosed herein for filing, please find Articles of Incorporation, together with Resident Agent form, with reference to captioned corporation.

Check in the sum of \$122.50 is also enclosed representing filing fee.

After said document is filed, please conform the enclosed copy and return to the undersigned.

Thank you.

Very truly yours,


James P. Hahn

/h

Enclosure

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DIVISION OF CORPORATIONS
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10/29/97

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
HEARTLAND ASSET TRUST, INC.

ARTICLE I - NAME

The name of this corporation is HEARTLAND ASSET TRUST,
INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence
commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,500 shares of
Five Dollar (\$5.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by the
corporation of any new stock, not heretofore issued, of the same
kind, class or series as that which he already holds, shall have
the right to purchase his pro rata share thereof (as nearly as may
be done without issuance of fractional shares) at the price at
which it is offered to others.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of
this corporation is 307 South Florida Avenue, Lakeland, Florida
33801, and the name of the initial registered agent of this
corporation at that address is DONALD M. PICKARD. The principal
office and mailing address of the corporation is 307 South Florida
Avenue, Lakeland, FL 33801.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
DONALD M. PICKARD	307 S. Florida Avenue Lakeland, FL 33801
BETTY P. KAUCHER	1451 Highway 90 West Holt, FL 32564

ARTICLE VIII - INCORPORATOR

The names and addresses of the persons signing these Articles are:

NAME	ADDRESS
DONALD M. PICKARD	307 S. Florida Avenue Lakeland, FL 33801
BETTY P. KAUCHER	1451 Highway 90 West Holt, FL 32564

ARTICLE IX - OFFICERS

The names of the officers who, subject to the bylaws and these Articles of Incorporation, shall hold office for the first year of the existence of the corporation or until their successors are duly elected and qualified, shall be:

NAME	OFFICE
DONALD M. PICKARD	President/Treasurer
BETTY P. KAUCHER	Vice-President/Secretary

ARTICLE X - SHAREHOLDERS

The names and numbers of which the subscribers of these Articles of Incorporation agree to take are:

NAME	SHARES
DONALD M. PICKARD	50
BETTY P. KAUCHER	50

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of

shareholders. When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless otherwise provided by law. After a quorum has been established at a shareholders meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

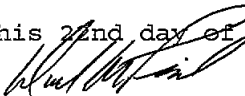
ARTICLE XII - NOTICE TO SHAREHOLDERS

Written notice of meetings of shareholders stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the meeting, either personally or by first class mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting.

ARTICLE XIII - NOTICE TO DIRECTORS

Written notice of regular meetings of the Board of Directors and of special meetings of the Board of Directors shall be delivered not less than ten nor more than sixty days before the meeting, either personally or by first class mail, by or at the direction of the president, the secretary or the officer or persons calling the meeting, to each director.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 22nd day of October, 1997.



DONALD M. PICKARD



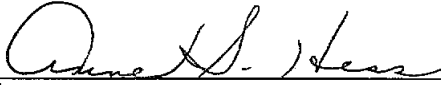
BETTY P. KAUCHER

STATE OF FLORIDA)

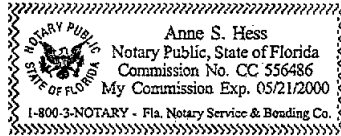
COUNTY OF POLK)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared DONALD M. PICKARD and BETTY P. KAUCHER, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of October, 1997.



Print Name Anne S. Hess
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
My Commission expires:




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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT HEARTLAND ASSET TRUST, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT CITY OF LAKELAND, STATE OF FLORIDA,
HAS NAMED DONALD M. PICKARD, LOCATED AT 307 SOUTH FLORIDA AVENUE,
CITY OF LAKELAND, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE



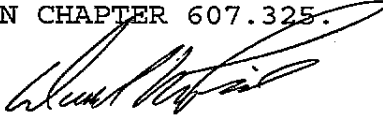
DONALD M. PICKARD
(Corporate Officer)

TITLE President

DATE October 22, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH, AND
ACCEPT, THE OBLIGATIONS PROVIDED IN CHAPTER 607.325.

SIGNATURE



DONALD M. PICKARD
(Registered Agent)

DATE October 22, 1997