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ATTORNEY AT LAW

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FILED  
NOV 26 1997  
TALLAHASSEE, FLORIDA  
AM 10:53

November 26, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

600002359546--9  
-12/01/97--01149--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: ***Heritage Group Realty, Inc.***

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above corporation, (including designation of Resident Agent) together with a check payable to your order in the amount of \$122.50 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	52.50
Filing fee for Certificate of Registered Agent	35.00

**TOTAL: \$122.50**

Please return the certified copy of the Charter to me. Thank you for your cooperation in this matter.

Sincerely yours,



Michael J. Cooper

MJC/rww  
Enclosures

xc: Mr. Domenic Martelli  
Mr. Mark Robinson

mm  
12-3-97

# **ARTICLES OF INCORPORATION OF HERITAGE GROUP REALTY, INC.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

## **ARTICLE I - NAME**

The name of the corporation is **HERITAGE GROUP REALTY, INC.** with a mailing address of 6950 SW Highway 200, Ocala, FL 34476.

## **ARTICLE II - COMMENCEMENT AND DURATION**

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

## **ARTICLE III - PURPOSE**

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

## **ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

## **ARTICLE V - PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is: 6950 SW Highway 200, Ocala, FL 34476. The name of its initial Registered Agent is **MICHAEL J. COOPER**, whose address is: 321 NW Third Avenue, Ocala, FL 34475.

## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director is:

**MARK ROBINSON  
280 SW 145th Court  
Ocala, FL 34473**

## **ARTICLE VII - INCORPORATOR**

The name and address of the incorporator is:

**MICHAEL J. COOPER, ATTORNEY  
321 NW Third Avenue  
Ocala, FL 34475**

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

### ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

### ARTICLE IX - PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this 26th day of November, 1997.

  
\_\_\_\_\_  
**MICHAEL J. COOPER,**  
**Incorporator**

I, **MICHAEL J. COOPER**, accept the office of Registered Agent. I am located at 321 NW Third Avenue, Ocala, FL 34475, the registered office of this corporation.

  
\_\_\_\_\_  
**MICHAEL J. COOPER,**  
**Registered Agent**

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 26th day of November, 1997 by **MICHAEL J. COOPER**, as Incorporator and as Registered Agent, who:

- A) Is personally known to me
- B) Did take an oath.

  
\_\_\_\_\_  
**Robin R. White, Notary Public**

**AFFIX SEAL/EXPIRATION DATE:**

