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January 30, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
98 FEB 13 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: HERITAGE PARTIAL PROGRAMS, INC.

Dear Sir:

Enclosed please find an original and two copies of Articles of Incorporation for the above, together with our check in the sum of \$122.50 covering the requisite filing fees.

Kindly file these documents, returning one copy to us in the enclosed prepared envelope.

Very truly yours,

*Brigitte Van Tassel*  
Brigitte Van Tassel, CLA,  
Legal Assistant to  
William C. Potter, Esq.

BVT/b  
Enclosures

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-02/16/98--01008--012  
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JB  
2-13-98

ARTICLES OF INCORPORATION  
OF  
HERITAGE PARTIAL PROGRAMS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is HERITAGE PARTIAL PROGRAMS, INC.

ARTICLE II

The existence of the corporation shall begin upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is 1600 West Eau Gallie Boulevard, Melbourne, Florida 32935.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one thousand (1,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1600 West Eau Gallie Boulevard, Melbourne, Florida 32935. The initial registered agent for the Corporation at that address is James D. Carraway.

ARTICLE VI

The initial board of directors shall consist of three members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
James D. Carraway	1600 West Eau Gallie Boulevard Melbourne, FL 32935

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ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name  
James D. Carraway

Address  
1600 West Eau Gallie Boulevard  
Melbourne, FL 32935

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 29 day of January, 1998.

  
James D. Carraway

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HERITAGE PARTIAL PROGRAMS, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
James D. Carraway

Date: January 29, 1998

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA