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ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: HEFF-PER CORPORATION

AUDIT NUMBER.....H98000005038

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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March 30, 1998

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Neyssa Culligan  
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(7)

ARTICLES OF INCORPORATION

OF

HEFF-PER CORPORATION

H98000006038

The undersigned subscriber to these Articles of Incorporation,  
a natural person competent to contract, hereby subscribe to and forms a  
corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Heff-Per Corporation  
hereafter referred to as the "Corporation".

ARTICLE II - NATURE OF BUSINESS

The general nature of the business and objects and purposes  
proposed to be transacted, promoting or carried on are to do any and all  
of the things hereinafter mentioned, as fully and to the same extent as  
natural persons might or could do.

(a)

(b) To generally engage in, do and perform any enterprise, act  
or vocation which natural persons might or could do.

(c) To engage in the sale, purchase, holding, importing and  
exporting of merchandise and property of all manner and description, to act  
as principals or agents for the purchases, sales and handling of the account  
of the "Corporation", or as a factor, agent, procurer or otherwise for and on  
behalf of another.

Prepared by:

Harvey D. Sommer  
3450 Northlake Blvd, Ste. 105  
Palm Beach Gardens, FL 33463  
(561) 422-7533 FBN-D176251

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(d) To purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal with goods, wares of every class, kind and description.

(e) To buy, hold, mortgage, sell, improve, construct upon, lease or otherwise acquire or dispose of real and personal property (tangible or intangible) of every class, kind and description, anywhere in the world.

(f) To contract debts and borrow money, to issue and sell of pledge bonds, debentures, notes and other evidence of indebtedness, and execute mortgages, transfers of corporation property, or any other instruments to secure the the payment of corporate indebtedness as required.

(g) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(h) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidence of indebtedness created or issued by any other person, firm, association or corporation, or by any state or government, domestic or foreign, and while owner thereof to exercise all the rights, powers and privileges of ownership including the right to vote stock.

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(i) To enter into, make and perform contracts of every kind and with any person, firm, association or corporation, municipality, body, politic, country, territory, state, government or colony or dependency of agency thereof.

(j) To purchase, hold and reissue any of the shares of capital stock.

(k) In general, to do each and every thing necessary, suitable and proper for the accomplishment of the purposes or the attainment of any of the objects of the furtherance of any of the powers hereinabove set fourth, either alone or in association with other corporations, firms or individuals, and to carry on any business, and to have all powers in connection therewith, not forbidden by the laws of the State of Florida, and to do every other act or acts, thing or things incidental to or appurtant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof.

(l) To have and exercise all powers granted corporations under the laws of the State of Florida or any amendments thereof.

#### ARTICLE 111 - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having the par value of \$1.00 each.

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**ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which the corporation shall begin business shall be \$100.00

**ARTICLE V - CORPORATION EXISTANCE**

The corporation shall have perpetual existence.

**ARTICLE VI - ADDRESS**

The initial street address of the principal of this corporation is  
1540 Chuli Nene, Tallahassee, FL 32301

**ARTICLE VII - NUMBER OF DIRECTORS**

The affairs of the corporation shall be conducted by a Board of  
Directors

**ARTICLE VIII - DIRECTORS**

The names and post office addresses of the first Board of Directors of the Corporation, who, subject to the provisions of this Certificate of Incorporation and the By-laws and General Corporation Law of the State of Florida shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

NAME

ADDRESS

Janis F. Heffron

1540 Chuli Nene, Tallahassee, FL 32301

Robert J. Pero

1540 Chuli Nene, Tallahassee, FL 32301

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NAME AND POST OFFICE ADDRESS OF SUBSCRIBERS

The name and post office address of the subscribers to this Certificate of Incorporation, and a statement of the number of shares of stock which they agree to take are as follows :

NAME	ADDRESS	NO. SHARES
Janis F. Heffron	1540 Chuli Nere, Tallahassee, FL 32301	50
Robert J. Pero	1540 Chuli Nere, Tallahassee, FL 32301	50

ARTICLE IX - OFFICERS

The officers of the Corporation are :

NAME	TITLE
Janis F. <del>Pero</del> Heffron	President
Robert J. Pero	Secretary, Treasurer

ARTICLE X - SPECIAL CHARTER PROVISIONS

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with the said act :

They, Janis F. Heffron and Robert J. Pero desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Tallahassee, County of Leon, State of Florida, has named Harvey D. Sommer located at 3450 Northlake Blvd., Suite 105, Palm Beach Gardens, FL 33403 as its Agent to accept service of process within this state.

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Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act, relative to keeping open said office.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals at ~~Palm Beach Gardens, Palm Beach County, Florida~~ <sup>Tallahassee, FL. Leon County, FL.</sup> this

16 day of MARCH, 1998

(SEAL)

(SEAL)

(SEAL)

(SEAL)

STATE OF FLORIDA )  
                    <sup>Leon, FL</sup> ) SS:  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this 16<sup>th</sup> day of March 1998 personally appeared before me, the undersigned authority, Robert Reed & Janis McFieen to me well known to be the persons described in the foregoing Articles of Incorporation, who acknowledged before me that they executed the foregoing Articles of Incorporation as their free and voluntary act and deed for the uses and purposes therein set forth and expressed.

WITNESS my hand and official seal at ~~Palm Beach Gardens, State of Florida, County of Palm Beach~~ <sup>Tallahassee, FL. Leon, FL.</sup> the day and year first above written.

Personally known \_\_\_\_\_

Produced ID FLPL

Type of ID H106-426-44-835-0, P1600-770-43 052-0

Kela L. Timmons  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires: February 28, 2002





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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that HEFF-PER CORPORATION  
(Name of Corporation)  
desiring to organize under the laws of the State of Florida  
(Florida)  
with its principal office, as indicated in the articles of  
incorporation has named Harvey D. Sommer  
(Name of Registered Agent)  
located at 3450 Northlake Blvd.  
Palm Beach Gardens, FL 33403 County of Palm Beach Gardens  
(City) (County)  
State of Florida, as its agent to accept service of process within  
this state.

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

SIGNATURE

Harvey D. Sommer  
Registered Agent

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