

P980000 31687

April 1, 1998

Tracy L. Cox
c/o Heartland Promotions
Post Office Box 601
Plant City, Florida 33564

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

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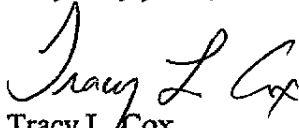
EFFECTIVE DATE
4-1-98

Dear Sirs:

Enclosed are the Articles of Incorporation for Heartland Promotions, Inc. and a check for \$122.50 covering the various fees.

Should you have any questions regarding this matter, please contact me at the above address or my phone number is (813)737-1477. Your cooperation in this matter is greatly appreciated.

Very truly yours,


Tracy L. Cox

enclosure

FILED
98 APR -3 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 7 1998

EFFECTIVE DATE
4-1-98

ARTICLES OF INCORPORATION

OF

HEARTLAND PROMOTIONS, INC.

FILED
98 APR -3 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be HEARTLAND PROMOTIONS, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence, commencing on the date of April 1, 1998.

ARTICLE III - PURPOSES

The general purposes for which this corporation is organized are to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act and to do such other things as are incidental to the foregoing for necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of One Dollar (\$1.00) par value common stock, which shares shall be of a single class. The original issuance of this common stock is to be issued in compliance with and in order to benefit from the provision of Section 1244, Internal Revenue Code.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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

The street address of the initial registered office of this corporation is 1408 Buell Court, Plant City, Florida, 33567. The mailing address of this corporation is Post Office 601, Plant City, Florida, 33564. The name of the initial registered agent of this corporation at that address is Tracy L. Cox.

ARTICLE VII - RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, and in compliance with said Act, Tracy L. Cox is hereby designated as the corporation's agent to accept service of process within the State of Florida.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least two directors; the number of directors may be either increased or diminished from time to time by the By-Laws of this corporation, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Tracy L. Cox	1408 Buell Court Plant City, Florida 33567
Malissa K. Crawford	2301 East Timberlane Drive Plant City, Florida 33567
Rhonda L. Glisson	1207 East Sandalwood Drive North Plant City, Florida 33567

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation and the number of shares of stock each agrees to take are as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>
Tracy L. Cox 1408 Buell Court Plant City, Florida 33567	200
Malissa K. Crawford 2301 East Timberlane Drive Plant City, Florida 33567	200
Rhonda L. Glisson 1207 East Sandalwood Drive North Plant City, Florida 33567	200

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended from time to time in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscribers has executed these

Articles of Incorporation this 1 day of April 1998.

Tracy L. Cox FI.C200 812 60946-1
Malissa A. Crawford FI.C 61655165876-D
Rhonda L. Glisson FI.G 42573255764-0

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared TRACY L. COX, MALISSA A. CRAWFORD, and RHONDA L. GLISSON 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 1 day of April 1998.

Joan M. Bassett
Notary Public, State of Florida



JOAN M BASSETT
My Commission CC567488
Expires Jul. 17, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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

First -- That HEARTLAND PROMOTIONS, INC. 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 Plant City, County of Hillsborough, State of Florida has named
TRACY L. COX located at 1408 Buell Court, City of Plant City, County of
Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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 the capacity, and agree to
comply with the provisions of said Act relative to keeping open said office.

By


Registered Agent

FILED
98 APR -3 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA