

TRANSMITTAL LETTER

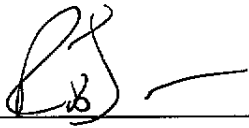
P980000071424

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

SUBJECT:Heartlodge Enterprises, Inc.

I enclose an original copy of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75.

SIGNED: _____



200002613692--7
-08/12/98--01026--015
*****78.75 *****78.75

From:

Name:Melrose Accounting & Tax Service, Inc.

Address:P.O.Box 1430

City,State,Zip:Melrose,Fl.32666

Telephone Number:(352) 475-2100

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
98 AUG 12 AM 9:06

RD
201-700

ARTICLES OF INCORPORATION
OF
HEARTLODGE ENTERPRISES, INC.

ARTICLE I
NAME

The name of the corporation shall be:
HEARTLODGE ENTERPRISES, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall
be:
1215 N.W.31st Dr.
Gainesville, Fl.32605

ARTICLE III
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have
outstanding at any one time is:
100

ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
Zhenya S.Delate
1215 N.W.31st Dr.
Gainesville, Fl.32605

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
98 AUG 12 AM 9:07

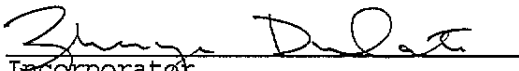
ARTICLE V
INCORPORATOR

The name and street address of the incorporator to these Articles of
Incorporation is:

Zhenya S. Delate
1215 N.W.31st Dr.
Gainesville, Fl.32605

Dusty T. Blanchard
P.O.Box 334
Gainesville, Fl.32601

The undersigned has executed these Articles of Incorporation this 30th day of
JULY 1998.


Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

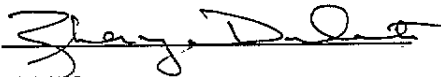
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: HEARTLODGE ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

ZHENYA S. DELATE
1215 N.W.31st Dr.
Gainesville, Fl. 32605

Signature:



Title: PRESIDENT

Date: JULY 30, 1998

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:



Date: JULY 30, 1998

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
98 AUG 12 AM 9:07