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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 049167 7131731

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 2, 1998

ORDER TIME : 10:02 AM

ORDER NO. : 049167-005

CUSTOMER NO: 7131731

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*****78.75 *****78.75

CUSTOMER: Melissa Johnson, Esq
CLARK PARTINGTON HART LARRY
CLARK PARTINGTON HART LARRY
151 Regions Way, Suite 6a

Destin, FL 32541

DOMESTIC FILING

NAME: HEIRLOOMS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

2544
W98-26926

FILED
98 DEC -2 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
12/3/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 2, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: HEIRLOOMS, INC.
Ref. Number: W98000026926

RESUBMIT

Please give original
submission date as file date.

We have received your document for HEIRLOOMS, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 298A00057093

RECEIVED
98 DEC -3 PM 1:07
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

HEIRLOOMS OF NORTH WEST FLORIDA, INC.

FILED

98 DEC -2 PM 2:58

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporators, George Fred Mills and Sharon R. Alderman , both natural persons competent to contract, hereby present these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is HEIRLOOMS OF NORTH WEST FLORIDA, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 710 Legion Drive, K-1, Destin, Florida 32541.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other

persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 710 Legion Drive, K-1, Destin, Florida 32541, and the name of the initial registered agent of this corporation at that address is George Fred Mills.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than three (3). The names and addresses of the initial directors of this corporation are:

**George Fred Mills
710 Legion Drive, K-1
Destin, Florida 32541**

**Sharon R. Alderman
710 Legion Drive, K-1
Destin, Florida 32541.**

ARTICLE IX - INCORPORATOR

The names and addresses of the persons signing these Articles are:

**George Fred Mills
710 Legion Drive, K-1
Destin, Florida 32541**

**Sharon R. Alderman
710 Legion Drive, K-1
Destin, Florida 32541.**

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles are filed and approved by the Florida Department of State, Division of Corporations.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 20th day of November, 1998.

INCORPORATORS:

George Fred Mills
GEORGE FRED MILLS

Sharon R. Alderman
SHARON R ALDERMAN

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of HEIRLOOMS OF NORTH WEST FLORIDA, INC.

Further, I am familiar with and accept the duties and obligations of such designation.

George Fred Mills
GEORGE FRED MILLS