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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850)922-4001

EFFECTIVE DATE  
12-11-98

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

FILED  
98 DEC 14 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**HEITMEYER & ASSOCIATES, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION  
OF  
HEITMEYER & ASSOCIATES, INC.

EFFECTIVE DATE

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ARTICLE I - NAME

The name of this corporation is HEITMEYER & ASSOCIATES, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL ADDRESS

196 Spyglass Court, Jupiter, Florida 33477

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Corporate Creations 941 Fourth Street 2nd Floor, Miami Beach, Florida 33139, and the name and address of the initial registered agent is Corporate Creations.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the Bylaws. The name and address of the initial Director of the Corporation are:

Richard A. Heitmeyer  
196 Spyglass Court, Jupiter, Florida 33477

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Kenneth A. Treadwell  
3950 RCA Blvd. Suite 5001, Palm Beach Gardens, Florida 33410

Kenneth Treadwell | FL Bar Member 165702  
Capital Asset Research Corporation, Ltd.  
3950 RCA Boulevard, Suite 5001  
Palm Beach Gardens FL 33410  
561-776-5000

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**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

**ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify its Officers and Directors against liability to the extent permitted in Section 607.0850, Florida Statutes.

**ARTICLE XI - AMENDMENT**

The 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 Stockholders is subject to this reservation.

**ARTICLE XII - AFFILIATED TRANSACTIONS**

This Corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

**ARTICLE XIII - CONTROL-SHARE ACQUISITIONS**

This Corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

**ARTICLE XIV - MANAGEMENT OF CORPORATION BY STOCKHOLDERS**

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Stockholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of December, 1998.


  
Kenneth A. Treadwell, Incorporator

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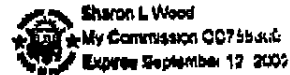
STATE OF FLORIDA       )  
                                  ) SS.:  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, Kenneth A. Treadwell, known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 11th day of December, 1998.

  
\_\_\_\_\_  
SHARON L. WOOD  
Notary Public

My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES.  
THE FOLLOWING IS SUBMITTED:

FIRST -- THAT HEITMEYER & ASSOCIATES, INC. , DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE  
OF BUSINESS AT THE CITY OF JUPITER, STATE OF FLORIDA, HAS NAMED CORPORATE  
CREATIONS LOCATED AT 941 FOURTH STREET 2ND FLOOR, CITY OF MIAMI BEACH,  
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SIGNATURE: Kenneth A. Treadwell  
Kenneth A. Treadwell, Incorporator

DATED: December 11, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

**CORPORATE CREATIONS**

SIGNATURE: G. K. K.  
Registered Agent  
Greg Korda, vice president.

DATED: December 11, 1998

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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