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February 2, 1999

Secretary of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
99 FEB -5 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Amendment

Dear Sir/Madam:

600002766016--0
-02/05/99-01077-003
*****70.00 *****35.00

Enclosed please find the following:

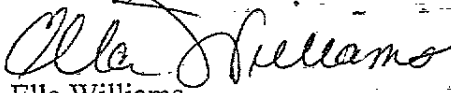
1. Articles of Amendment to Articles of Incorporation of Atlantic Coast Fund, Inc.;
and
2. Articles of Amendment to Articles of Incorporation of Atlantic Coast Asset
Management, Corp.

We also enclose our firm check in the amount of \$70.00 which represents the requisite filing fees.
Please file the enclosed in the records of the two corporations and return to us a file stamped copy
in the enclosed self-addressed stamped envelope for our records.

If you have any questions, please do not hesitate to contact us.

NC
2-9-99
MS

Sincerely,


Ella Williams
Legal Assistant

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ATLANTIC COAST FUND, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its Articles of Incorporation:

FIRST: ARTICLE I - NAME OF CORPORATION, is hereby deleted and in its place, the following is added:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be HERITAGE FUNDS, INC.

SECOND: The date of the Amendment's adoption was January 26, 1999.

THIRD: The Adoption of the Amendment was unanimously approved by the Board of Directors and the shareholders.

Signed this 2nd day of February, 1999.

ATLANTIC COAST FUND, INC.

By: 

Gary Rubin
President