

**ARTICLES OF INCORPORATION
OF
HERITAGE WHOLESALE, INC.**

FILED
99 APR 20 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is **HERITAGE WHOLESALE, INC.**

ARTICLE II

The principal place of business of this corporation shall be 998 Josiane Court, Suite 1049, Altamonte Springs, FL 32701.

ARTICLE III

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, State of Florida, or any other state, or country.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 8,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

The name of the initial registered agent of the corporation at that address is Jonathan B. Alper, Esquire, and the street address of the initial registered office shall be 274 Kipling Court, Heathrow, FL 32746

ARTICLE VI

The corporation is to exist perpetually.

ARTICLE VII

This corporation shall have two (2) directors, initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The names and addresses of the directors of this corporation are:

Kyle Kelley, CPA, 118 W. Orange Street, Suite 200, Altamonte Springs, FL 32714
Jonathan B. Alper, Esquire, 274 Kipling Court, Heathrow, FL 32746

ARTICLE VIII

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

Jonathan B. Alper
274 Kipling Court
Heathrow, FL 32746

ARTICLE IX

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 at the price at which it is offered to others.

ARTICLE X

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

ARTICLE XI

The Bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this the 15 day of April, 1999.

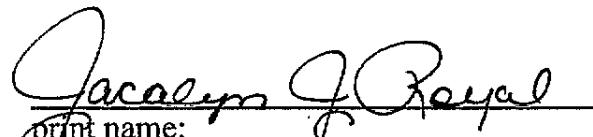


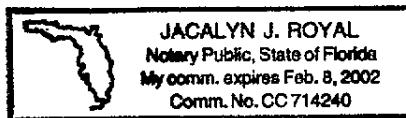
JONATHAN B. ALPER

STATE OF FLORIDA)
COUNTY OF Seminole)

Before me, the undersigned authority, personally appeared **JONATHAN B. ALPER**
 who is personally known to me or who produced _____ as
identification and who executed the foregoing Articles of Incorporation and acknowledged
before me, according to law, that he made and subscribed the same for the purposes therein
mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and seal on this the _____
15 day of April, 1999.


print name: Jacalyn J. Royal
Notary Public
My commission expires



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provision of law relative to the performance of my duties.


JONATHAN B. ALPER, ESQUIRE

Registered Agent

FILED
99 APR 20 1999
RECEIVED
STATE OF FLORIDA
TALLAHASSEE, FLORIDA