

P99 000080393

TRANSMITTAL LETTER

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-03/07/00--01021--015
*****35.00 *****35.00

SUBJECT : DIVERSIFIED INVESTMENT & RETIREMENT ADVISORS, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount on Thirty-five Dollars.

FROM:

RICHARD CAMP, CPA
Name

4110 Southpoint Boulevard - Suite 205
Address

Jacksonville, Florida 32216
City, State, Zip

(904) 281-9924
Telephone Number

FILED
00 MAR -6 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. LEWIS MAR 6 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 22, 2000

RICHARD CAMP, CPA
4110 SOUTHPOINT BLVD.
SUITE 205
JACKSONVILLE, FL 32216

SUBJECT: HEATON FAMILY, INC.
Ref. Number: P99000080393

We have received your document for HEATON FAMILY, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

Please put the correct name of the corporation in the heading of the document.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The date of adoption of each amendment must be included in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 900A00009411

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00 MAR -6 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF RESTATEMENT
OF
ARTICLES OF INCORPORATION

The Restatement of Articles of Incorporation of HEATON FAMILY, Inc. to
DIVERSIFIED INVESTMENTS & RETIREMENT ADVISORS, INC.. The restatement
was adopted by the board of directors and does not contain an amendment requiring
shareholder approval. There has been no change in the number of directors or the
number of shares for any director in the corporation.

DATED: 3-3-00


CHAIRMAN

AMENDED AND RESTATED
HEATON FAMILY, INC.
ARTICLES OF INCORPORATION
OF

DIVERSIFIED INVESTMENTS & RETIREMENT ADVISORS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I – NAME

The name of this Corporation is DIVERSIFIED INVESTMENT & RETIREMENT ADVISORS, INC.

ARTICLE II – NATURE OF BUSINESS

The Corporation is a service corporation which will sell insurance and securities and related products to the public and businesses.

ARTICLE III – CAPITAL STOCK

The authorized capital of the Corporation shall be 1,000 shares of common stock at a par value of \$1.00 per share. The issued stock will be 100 shares of common stock at a value of \$1.00 per share as the initial stock.

ARTICLE IV – TERMS OF EXISTANCE

The Corporation is to exist perpetually.

ARTICLE V – PREEMPTIVE RIGHTS

Every Stockholder, upon the sale of 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI – PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office is 287 Edgewater Branch Drive, Jacksonville, Florida 32259 and the mailing address of the corporation is 287 Edgewater Branch Drive, Jacksonville, Florida 32259

The Board of Directors may from time to time move the principal office and mailing address to any other address in Florida.

ARTICLE VII – DIRECTORS

This Corporation shall have two (2) Directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the Shareholders.

ARTICLES VIII – INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors is:

LARRY C. HEATON
287 EDGEWATER BRANCH DRIVE
JACKSONVILLE, FLORIDA 32259

DOROTHY J. HEATON
287 EDGWATER BRANCH DRIVE
JACKSONVILLE, FLORIDA 32259

ARTICLE IX – INCORPORATOR

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

LARRY C. HEATON
287 EDGEWATER BRANCH DRIVE
JACKSONVILLE, FLORIDA 32259

ARTICLE X – SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4110 SOUTHPOINT BLVD, #205, Jacksonville, Florida 32216, and the name of the initial registered agent of this Corporation at that address is RICHARD CAMP, CPA.

ARTICLE XII – AMENDMENT

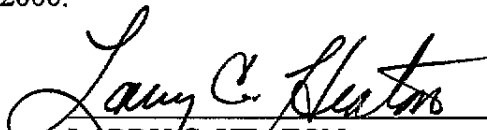
These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockbroker herein are granted subject to this reservation.

ARTICLE XIII – EFFECTIVE DATE

The existence of this Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State in Florida.

The undersigned has (have) executed these Articles of Incorporation this

3rd day of MARCH, 2000.

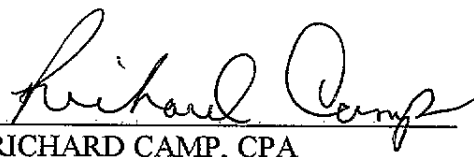


LARRY C. HEATON
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned officer of the above-designated Registered Agent, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for DIVERSIFIED INVESTMENT & RETIREMENT ADVISORS, INC., a service corporation, a Florida Corporation, in accordance with Florida Statutes, Section 607.0501.

DATE 2/4/00


RICHARD CAMP, CPA
REGISTERED AGENT