

HEH FINANCIAL GROUP, INC.
1031 W. MORSE BLVD., SUITE 200
WINTER PARK, FLORIDA 32789-3750
TELEPHONE: (407) 644-7455
FAX: (407) 628-5277

P99000105749

December 1, 1999

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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

Re: Articles of Incorporation of HEH Financial Group, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for HEH Financial Group, Inc., together with a check for \$78.75 to cover the filing fee, fee for registered agent designation, and the fee for a certified copy.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely,

HEH FINANCIAL GROUP, INC.

Harry E. Harp

Harry E. Harp
President

BROWN DEC - 7 1999

**ARTICLES OF INCORPORATION
OF
HEH FINANCIAL GROUP, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, does hereby desire to form a corporation pursuant to the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this corporation shall be **HEH FINANCIAL GROUP, INC.** (the "Corporation") and its principal place of business shall be located at 1031 W. Morse Blvd., Suite 200, Winter Park, Florida 32789-3750.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of signing these Articles of Incorporation by the incorporator, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE OF CORPORATION

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation, the following:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any legal or equitable interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to and use its credit to assist its officers and employees in accordance with Florida Statute §607.0833.

- (e) To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.
- (h) To make contracts and guarantees, incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.
- (j) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.
- (k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act or by other applicable law within or without this state.
- (l) To elect directors and appoint officers, employees, and agents and define their duties, fix their compensation, and lend them money and credit.

- (m) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for managing its business and regulating its affairs.
- (n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.
- (o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.
- (p) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, stock option plans, and other benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents, and for any or all of the directors, officers, employees, and agents of its subsidiaries.
- (q) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- (r) To be a promoter; incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.
- (s) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV

CAPITAL STOCK

1. Number and Class of Shares Authorized: Par Value.

This Corporation is authorized to issue Ten Thousand (10,000) shares of voting common stock having a par value of One Dollar (\$1.00) per share.

2. Voting Rights.

The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Consideration for Issuance of Stock.

The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory notes or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the Corporation.

4. No Preemptive Rights.

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 1031 W. Morse Blvd., Suite 200, Winter Park, Florida 32789-3750, and the initial registered agent of this Corporation at that address shall be HARRY E. HARP. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and street address of the initial director of this Corporation:

Harry E. Harp
1031 W. Morse Blvd., Suite 200
Winter Park, Florida 32789-3750

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these articles as incorporator is:

Harry E. Harp
1031 W. Morse Blvd., Suite 200
Winter Park, Florida 32789-3750

ARTICLE VIII

BYLAWS

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

ARTICLE IX

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X

AMENDMENT

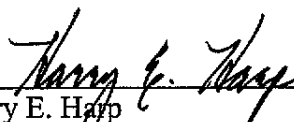
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name and seal this 1st day of December, 1999.



Harry E. Harp (SEAL)
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

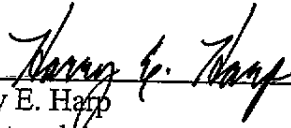
In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

HEH FINANCIAL GROUP, INC. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 1031 W. Morse Blvd., Suite 200, Winter Park, Florida 32789-3750, has named and designated: **HARRY E. HARP**, with its registered office located at: 1031 W. Morse Blvd., Suite 200, Winter Park, Florida 32789-3750, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for **HEH FINANCIAL GROUP, INC.** (the "Corporation") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 1st day of December, 1999.



Harry E. Harp
Registered Agent

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