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Trey Grayson
Secretary of State
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COMMONWEALTH OF KENTUCKY
ARTICLES OF INCORPORATION
OF
Heartland Resources Group Inc.

The undersigned incorporator, pursuant to KRS Chapter 271B, adopts the following Articles of Incorporation:

1. The name of the Corporation is Heartland Resources Group Inc.

2. The number of shares the Corporation is authorized to issue is 1,000 shares of common stock at $0.01 par value per share.

3. The purpose for which the corporation is organized is any lawful business allowed by the Kentucky Corporations Code.

4. The name and street address information of the Corporation's initial registered office is as follows:

   Vida D. Gary
   101 Nautical Drive
   Grand Rivers, Kentucky 42045

5. The mailing address of the Corporation's principal office (location of executive offices) is as follows:

   P.O. Box 101
   Grand Rivers, Kentucky 42045

6. The name and mailing address of the incorporator is as follows:

   Nellie Akalp
   30141 Agoura Rd., Suite 205
   Agoura Hills, California 91301

Nellie Akalp — 8-20-04
Nellie Akalp, Incorporator — Date

Vida D. Gary — Aug. 24, 2004
Vida D. Gary, Registered Agent — Date

Registered Agent Acceptance of Appointment

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.