

ARTICLES OF AMENDMENT

(1)

Heartland, Inc.

(2) a Maryland corporation hereby certifies to the State Department of Assessments and Taxation of Maryland that:

(3) The charter of the corporation is hereby amended as follows:

The charter of the corporation is hereby amended by inserting new paragraph L of Article Sixth to read as follows:

(L) The issued and outstanding shares of the Corporation's common stock shall be reverse split, on two (2) to one (1) share ratio, with each two (2) currently issued and outstanding shares of the Corporation's common stock being replaced by one (1) share of post-split common stock. Par value shall remain unchanged. All other rights and privileges of the common stock shall remain unchanged. Preferred stock shall not be affected by this Amendment. Any fractional shares resulting from the reverse stock split will be rounded up to the nearest whole number. The effective date of the reverse split is January 15, 2010.

This amendment of the charter of the corporation has been approved by

(4) the directors approved this amendment. Pursuant to section 2-309(e), the company is not required to obtain shareholder approval for this amendment.

We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act.

(5) Thomas C. Miller
Secretary

(5) Tony L. ...
President

(6) Return address of filing party:
1005 N. 19th Street,
Middlesbury, Kentucky 40965
Middlesboro

12/23/09 10:49AM

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the 2
page document on file in this office. DATED: 12/23/09
BY: [Signature] STATE DEPARTMENT OF ASSESSMENTS AND TAXATION, Custodian
This stamp replaces our previous certification system. Effective: 6/95

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 09 BUSINESS CODE _____

D05284310

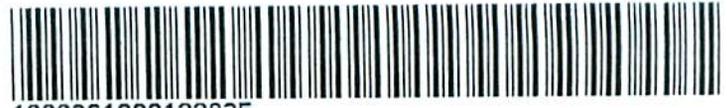
Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

Affix Barcode Label Here



1000361999122835

Affix Barcode Label Here

ID # D05284310 ACK # 1000361999122835
 PAGES: 0002
 HEARTLAND, INC.

12/23/2009 AT 10:49 A WO # 0001810039

New Name _____

FEES REMITTED

Base Fee: _____ 100

Org. & Cap. Fee: _____

Expedite Fee: _____ 70

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

1 Certified Copies _____

Copy Fee: _____ 21

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: _____

Other: _____

TOTAL FEES: 191

Credit Card _____ Check Cash _____

Documents on _____ Checks _____

Approved By: [Signature]

Keyed By: [Signature]

COMMENT(S):

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Change of Business Code
- _____ Adoption of Assumed Name
- _____ Other Change(s)

Code 409

Attention: _____

HSC AGENT SERVICES, INC.
245 W CHASE ST
BALTIMORE MD 21201-4823

Effective
1/15/2010

Stamp Work Order and Customer Number HERE

STATE OF MARYLAND
 DEPT. OF ASSESSMENTS AND TAXATION
 CUST ID: 0002367001
 WORK ORDER: 0001810039
 DATE: 12-23-2009 03:02 PM
 AMT. PAID: \$191.00