

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(c), 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. Nille
Secretary

(5) Tony L. Lee
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) _____

FEES REMITTED

Base Fee: 100
Org. & Cap. Fee: 70
Expedite Fee: _____
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
1 Certified Copies 21
Copy Fee: _____
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):

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 _____

_____ 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

Stamp Work Order and Customer Number HERE

Effective
1/15/2010

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