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From:

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FLORIDA NON-PROFIT CORPORATION

MIH, INC.

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Department of State 8/20/2004 7:58 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

MIH Fathers, Inc.

August 20, 2004

BRINKLEY MCNERNEY & MORGAN

SUBJECT: MIH, INC.
REF: W04000031655

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Tim Burch
Document Specialist
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**ARTICLES OF INCORPORATION OF
MIH FATHERS, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I
NAME**

The name of the Corporation is MIH Fathers, Inc.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III

PURPOSE

The Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in §501(c)(3) of the Internal Revenue Code of 1986.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code §501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a

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corporation contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to organizations which qualify as tax-exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) Notwithstanding any other provisions of these articles of incorporation, neither the Corporation nor any member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in §4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under §4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in §4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any investment in such a manner as to subject the Corporation to tax under §4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in §4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV **DIRECTORS**

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than ten (10). Directors may be elected from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

Bradley Botkin
2331 NE 35th Drive
Fort Lauderdale, Florida 33308

Richard Wynn
3038 North Federal Highway
Building "K"
Fort Lauderdale, Florida 33308

Robert J. Kozick, Jr.
1000 SE 9th Avenue
Fort Lauderdale, Florida 33316

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Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be at 666 NE 40th Court, Fort Lauderdale, Florida 33334.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 200 East Las Olas Boulevard, Suite #1900, Fort Lauderdale, Florida 33301. The initial registered agent of the Corporation at that address shall be Thomas R. Tatum, Esq.

ARTICLE VII
MEMBERSHIP

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

ARTICLE VIII
MEMBERSHIP CONTROL

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote

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on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapters 617 or 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax exempt purposes.

ARTICLE IX
NONSTOCK CORPORATION

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE X
BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

ARTICLE XI
AMENDMENTS

These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

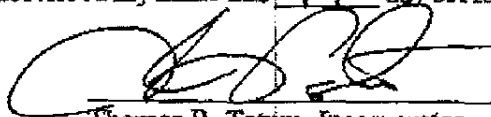
ARTICLE XII
INCORPORATOR

The name and residence address of the subscriber of these Articles of Incorporation is:

Thomas R. Tatum
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301

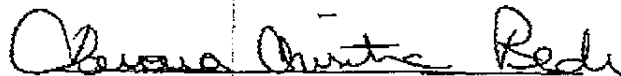
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IN WITNESS WHEREOF, we have subscribed my name this 19th day of August, 2004.


Thomas R. Tatum, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19th day of August, 2004, by Thomas R. Tatum, as Incorporator, who is personally known to me and who did not take an oath, and who acknowledged before me that she executed the same as her free and voluntary act for the uses and purposes therein set forth.


Notary Public, State of Florida

[Notary Stamp]



Tamara Christine Redl
My Commission DD062567
Expires October 3, 2006

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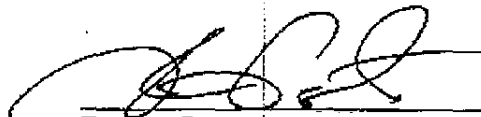
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 607.0501 and 617.0501 Florida Statutes, the following is submitted:

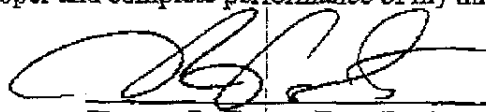
Fathers
MIH, Inc., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 666 NE 40th Court, Fort Lauderdale, Florida 33334, State of Florida, has named Thomas R. Tatum, Esq., located at 200 East Las Olas Boulevard, Suite #1900, Fort Lauderdale, Florida 33301, as its agent to accept service of process within Florida.

DATE: August 19, 2004.


Thomas R. Tatum, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: August 19, 2004.


Thomas R. Tatum, Esq., Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19th day of August, 2004, by Thomas R. Tatum, Esq., who is personally known to me and who did not take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.


Notary Public, State of Florida

[Notary Stamp]



Tamara Christina Reed
My Commission D0062867
Expires October 3, 2006

STATE OF FLORIDA
COUNTY OF BROWARD
AUG 20 2004
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