

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000017278

MHG Associates Services, Inc.

600003138556-4
-02/17/00--01049--022
*****78.75 *****78.75

- Art of Inc. File Cent.
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

FILED
00 FEB 17 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
00 FEB 17 AM 11:30
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE FLORIDA

CB
2-17-00
2

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

LM *2/17* *10:13*

ARTICLES OF INCORPORATION
OF
MHG ASSOCIATES SERVICES, INC.

FILED
00 FEB 17 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this corporation is: MHG ASSOCIATES SERVICES, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease,

exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other

interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 10,000 shares, all of which shall be common shares with par value of \$100.00.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial corporate office of this corporation is 1015 North America Way, Suite #114, Miami, Florida 33132.

The registered office of this corporation is: 1015 North America
Way, Suite #114, Miami, Florida 33132.

The name of the initial registered agent of this
corporation at that address is: JOHN HAAGENSEN

ARTICLE VII

DIRECTORS

This corporation shall initially have two (2) directors.

The number of directors may be either increased or diminished
from time to time by the bylaws but shall never be less than one.

The name and address of the initial director of this corporation
is:

JOHN HAAGENSEN
1015 North America Way, Suite #114
Miami, Florida 33132

ANDREW DUDZINSKI
1015 North America Way, Suite #114
Miami, Florida 33132

ARTICLE VIII

INCORPORATOR

The name of the incorporator is:

JOHN HAAGENSEN

ARTICLE IX

OFFICERS

The initial officers of the corporation shall be:

JOHN HAAGENSEN President
ANDREW DUDZINSKI Vice President

ARTICLE X

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on:

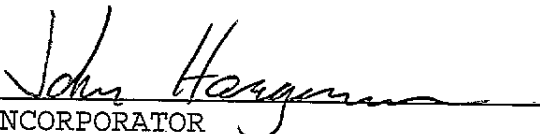
Upon receipt by the Secretary of State

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 10th
day of February, A.D., 2000.

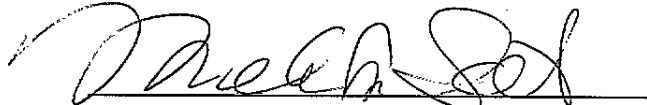

INCORPORATOR

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 10th day of February, A.D., 2000,

before me, a Notary Public for the State of Florida the under-
signed officer personally appeared **JOHN HAAGENSEN** known to me to be
the person whose name is subscribed to in the within instrument,
and acknowledges he executed the same for the purposes therein
contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

My Commission Expires:

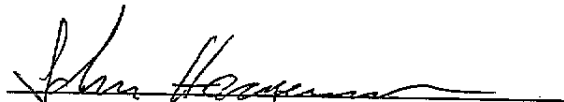


Michelle M Schechner
My Commission CC852693
Expires June 28, 2001

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 10th day of February, 2000.


Registered Agent
JOHN HAAGENSEN

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SECRETARY OF STATE
TALLAHASSEE FLORIDA