



THE UNITED STATES
CORPORATION
COMPANY

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -3 PM 4:57

ACCOUNT NO. : 072100000032

REFERENCE : 753023 128993A

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pigato

ORDER DATE : July 3, 2000

ORDER TIME : 3:42 PM

ORDER NO. : 753023-005

900003312539--5

CUSTOMER NO: 128993A

CUSTOMER: Mr. Jerome L. Henin
I.p.i. Of Central Florida, Inc

Suite 402
933 Lee Road
Orlando, FL 32810

DOMESTIC FILING

NAME: MHM DISTRIBUTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

J 7/5/00

RECEIVED
00 JUL -3 PM 4:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MHM Distribution, INC.**

FILED
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DIVISION OF CORPORATIONS

00 JUL -3 PM 4: 58

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE 1

Name

The name of the Corporation shall be MHM Distribution, Inc.

ARTICLE 2

Principal office

The principal office of the corporation is located at 933 Lee Road, Suite 402, Orlando, FL 32810, and its mailing address is the same.

ARTICLE 3

Corporate Purposes, Power and Rights

The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 4

Duration of the corporation

Existence of the corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the corporation shall exist perpetually unless dissolved according to law.

ARTICLE 5

Authorized Stock

The total number of shares of capital stock which the corporation has the authority to issue is 10,000 shares of common stock, with a \$0.10 par value per share.

ARTICLE 6

Registered Office and Registered Agent

The street address of the initial registered office of the corporation in the State of Florida shall be: 933 Lee Road, Suite 402, Orlando, FL 32810. The name of the initial registered agent of the corporation at the registered office shall be Jerome Henin.

ARTICLE 7
Initial board of directors

The initial board of directors shall consist of two (2) directors. The names and addresses of the persons who shall serve as directors of the corporation until the first meeting of shareholders are:

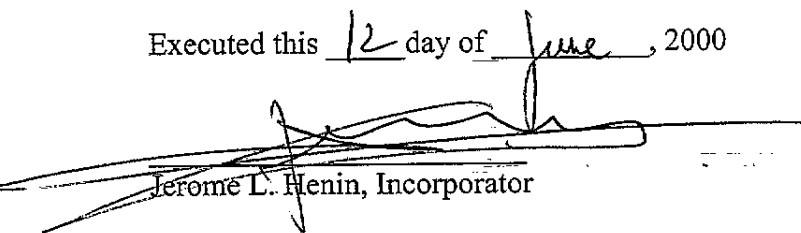
<u>Name</u>	<u>Address</u>
Mickaël Hamou	24, Avenue de Suffren
Myriam Burkoza	75007 Paris
	France

ARTICLE 8
Incorporator

The name and address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Jerome L. Henin	933 Lee Road, Suite 402
	Orlando, FL 32810

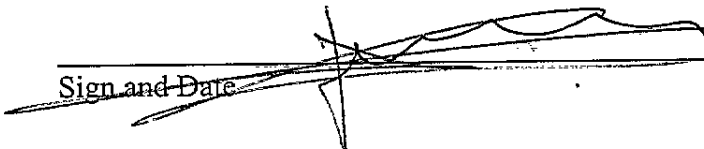
Executed this 12 day of June, 2000


Jerome L. Henin, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

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.


Sign and Date