

Department of State Division of Corporation Post Office Box 6327 Tallahassee, Florida 32314

Re: Articles of Incorporation

To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation, and Certificates Designating Places of Business, and a money order for filing fees for the following:

No	Company Name	CK/MO#	Amount
1.	HAND TO MOUTH PUBLISHING, INC.	96111960220	\$70.00
2.	OFF GLAZZ ENTERTAINMENT, INC.	96111960230	\$70.00
	TOTAL		\$140.00

Please file both the Articles and certificates for the Designation for the corporation and return a filed copy of each document to the following:

Jeannette G. Andrews-Thompson, Esq. Tools For Change 6015 NW 7th Ave. Miami, Florida 33127

400003425594--9 -10/16/00--01079--005 ******70.00 ******70.00

Thank you for your attention to this matter.

Sincerely,

TOOLS FOR CHANGE

Jeannette G. Andrews-Thompson, Esq.

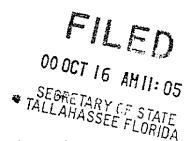
Legal Department

Encls.

00 OCT 16 AN II: 05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF



HAND TO MOUTH PUBLISHING, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is HAND TO MOUTH PUBLISHING, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the corporation is 525 N. W. 129th Way, Pembroke Pines, Florida 33028.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 525 N. W. 129th Way, Pembroke Pines, Florida 33028; and the registered agent at that office is Vincent McArthur.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

Vincent McArthur 525 N. W. 129th Way Pembroke Pines, Florida 33028 Kevin Taylor 18120 N. W. 25th Court Miami, Florida 33056

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

VINCENT MCARTHUR 525 N. W. 129th Way Pembroke Pines, Florida 33028

√ÏNCENT MCARTHUR

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

NOTARY RUBLIC

SIGN

PRINT: <u>Jeannelle C., Andrews</u> Thurgon

STATE OF FLORIDA AT LANGE

Jeannette G Andrews
Thompson
My Commission CC813889
Expires March 2, 2003

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

ALLAHASSEL FLORIDA

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That HAND TO MOUTH PUBLISHING, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of PEMBROKE PINES, County of BROWARD, State of Florida, has named VINCENT MCARTHUR, at 525 N. W. 129th Way, in the City of PEMBROKE PINES, County of BROWARD, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.