

**CORPORATE
ACCESS,
INC.**

P01000088971

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) **The MTHM Group, Inc.**
(CORPORATE NAME & DOCUMENT #)

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J. BRYAN AUG 27 2001

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

*Corrected
9/11/01*

August 27, 2001

CORPORATE ACCESS, INC.
236 E. 6TH AVE.
TALLAHASSEE, FL 32303

SUBJECT: THE MHM GROUP, INC.
Ref. Number: W01000019844

We have received your document for THE MHM GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 901A00048698

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ARTICLES OF INCORPORATION

OF

The MHM Group, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is THE MHM GROUP, INC.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state, including, but not limited to all activities relating to the operation of a video production company, and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not prohibited by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out said purposes in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is one hundred (100) shares of Capital Stock, all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors,

dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The corporation is not authorized to issue shares in series.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 5030 Champion Blvd., #G-6, PMB 135 and the name of the initial registered agent at such address is Mark Harris.

ARTICLE VI

The initial board of directors shall consist of two (2) members, who need not be residents of the state of Florida or shareholders of the corporation.

ARTICLE VII

The name and address of each person who is to serve as a member of the initial Board of Director's of the corporation is as follows:

NAME	ADDRESS
Mark Harris	5030 Champion Blvd., #G-6, PMB 135 Boca Raton, Florida 33496
Michelle Harris	5030 Champion Blvd., #G-6, PMB 135 Boca Raton, Florida 33496

ARTICLE VIII

The name and address of the incorporator is as follows: Michael A. Alamo, Esq., ALAMO & O'TOOLE, P.A., 1900 W. Commercial Boulevard, Suite 900, Fort Lauderdale, Florida 33309.

ARTICLE IX

The shareholders shall have the power to adopt, amend, alter, change, or repeal the articles of incorporation when proposed and approved at a stockholder's meeting, with not less than a unanimous vote of the common stock.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder all shares of common stock currently authorized and issued.

ARTICLE XI

The address of the principal of the principal office is 5030 Champion Blvd., #G-6, PMB 135, Boca Raton, Florida 33496.

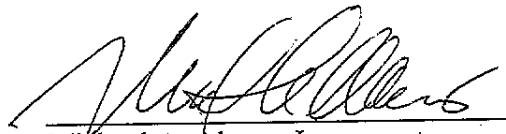
ARTICLE XII

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President if said corporation not less than twenty four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XIII

The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, THE UNDERSIGNED has executed these articles of incorporation on September 6, 2001, in the City of Fort Lauderdale, Florida.


Michael A. Alamo, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

THE MHM GROUP, INC.

The name and address of the registered agent is:

Mark Harris *PMB*
5030 Champion Blvd., #G-6, Suite 135
Boca Raton, Florida 33496

Having been named registered agent for the stated corporation, I hereby accept the appointment as registered agent and am familiar with and accept with the obligations of my position.



Mark Harris

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA