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FLORIDA PROFIT CORPORATION OR P.A.**EHM****HOLDINGS, INC.**

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**FLORIDA DEPARTMENT OF STATE****Katherine Harris
Secretary of State****October 10, 2001****EMPIRE****SUBJECT: M & E HOLDINGS, INC.
REF: W01000023499**

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ARTICLES OF INCORPORATION
OF
EHM HOLDINGS, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation will be EHM HOLDINGS, INC., with its principle address and mailing address being 2500 Hollywood Boulevard, Suite 212, Hollywood, Broward County, Florida 33020.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business for which corporations may be incorporated under Chapter 607 of Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock having a nominal or par value of one dollar (\$1.00) per share.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent in this corporation will be Edward F. Holodak, P.A., 2500 Hollywood Boulevard, Suite 212, Hollywood, Florida 33020.

ARTICLE V - DIRECTORS

The number of directors constituted in the initial board of directors will be one (3). The names and addresses of the directors serving as the initial board of directors is as follows:

<u>Name</u>	<u>Address</u>
Edward Holodak	2500 Hollywood Blvd., Suite 212, Hollywood, FL 33020
Maria Holodak	2500 Hollywood Blvd., Suite 212, Hollywood, FL 33020

The number of directors may subsequently be changed by voting a unanimous written action of the board of directors.

ARTICLE VI - INCORPORATOR

The incorporator of these Articles of Incorporation is Edward F. Holodak, 2500 Hollywood Boulevard, Suite 212, Hollywood, Florida 33020.

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I, the undersigned, being the original incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Corporation of EHM HOLDINGS, INC., and I hereby declare and certify that the facts herein stated are true.


Edward F. Holodak, Esq.

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared EDWARD F. HOLODAK, ESQUIRE, () who is personally known to me OR () has produced _____ as identification and () who did OR () did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of _____, 2001.


NOTARY PUBLIC

My commission expires
OLGA B. SINDRUD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0056733
MY COMMISSION EXPI. SEPT 17, 2004

ACCEPTANCE BY REGISTERED AGENT

I, Edward F. Holodak, designated as registered agent for EHM HOLDINGS, INC., in the Articles of Incorporation, of said corporation, do hereby accept appointment as such at the registered office designated in Article IV.


Edward F. Holodak, Registered Agent

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