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TRANSMITTAL LETTER

FILED
MAR 14 PM 3:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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*****87.50 *****87.50

SUBJECT: M.H.C. CORPORATION

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50, covering the Filing Fee, Certified copy and Certificate of Status.

FROM: MICHAEL JAY COHEN, ESQ.
9210 Southwest 72nd Street, Suite 101
Miami, Florida 33173
(305) 270-3050

NOTE: Please provide the original and one copy of the Articles of Incorporation

W02-6596

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 8, 2002

MICHAEL JAY COHEN, ESQ.
9210 SW 72 ST, STE 101
MIAMI, FL 33173

SUBJECT: M.H.C. CORPORATION
Ref. Number: W02000006596

We have received your document for M.H.C. CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 902A00014124

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The Undersigned Incorporator, for the purposes of forming a corporation pursuant to Chapter 607 of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be: M.H.C. CONSULTING, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 5001 Southwest 163 Avenue, Southwest Ranches, Florida 33331.

ARTICLE III - CAPITALIZATION

The aggregate number of shares that the Corporation is authorized to have outstanding at any one time is One Hundred (100). Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the Initial Registered Office of the Corporation is 9210 Southwest 72 Street, Miami, Florida 33173, and the name of its initial Registered Agent at such address is MICHAEL J. COHEN, ESQ.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is: MARSHALL H. COHEN, 5001 Southwest 163 Avenue, Southwest Ranches, Florida 33331.

ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is: MARSHALL H. COHEN, 5001 Southwest 163 Avenue, Southwest Ranches, Florida 33331.

ARTICLE VII – PURPOSE OR PURPOSES

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature. To provide consulting services.

To buy, lease, build, erect, equip, operate, maintain, repair and sell homes, apartment houses, residence buildings, office buildings and stores of all kinds and nature or any portion thereof.

To purchase, acquire, hold, sell, assign and transfer, mortgage, pledge and otherwise dispose of the shares of stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the owner thereof, to exercise all the rights and privileges of ownership, including the right to vote thereof, and to issue in exchange therefore its own stock, bonds and other obligations.

To own, lease, use, experiment in, buy, sell, and develop patents and patent rights of all kinds and for items, objects, products, mechanisms and goods of all kinds and nature and to deal in, manufacture, distribute and sell and buy, such patents and patent rights and such other items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale, disposition and traffic in same, both as principal and as agent.

To buy, sell, trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature; to carry on such business as wholesalers, retailers, importers and exporters, to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

That of engaging in and carrying on the general contracting, construction, repair and maintenance business; the building and erection for itself or for others of any and all structures of any kind and character or any portion of any structure; the manufacturing of any and all products for use in building and construction of every kind and character; and to engage in and carry on any or either of the businesses, and have, exercise and enjoy the powers and privileges granted to corporations for profit by Chapter 607, Florida Statutes.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or for the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided, that the same be not inconsistent with the laws under which this corporation is organized.

Executed by the undersigned on this 11th day of MARCH, 2002.

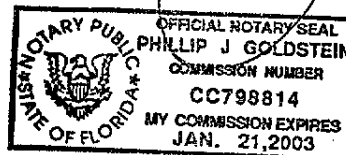
Marshall H. Cohen
MARSHALL H. COHEN, Incorporator

STATE OF FLORIDA)
COUNTY OF Broward) ss:

BEFORE ME, the undersigned authority, personally appeared Marshall H. Cohen
(who is personally known to me, or who has produced _____, as Identification)
and who, being by me first duly sworn, acknowledged before me that he executed the foregoing.

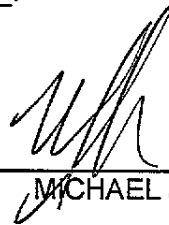
WITNESS My Hand and Official Seal in the County and State Aforementioned, this
11th day of March, 2002.

[Signature]
NOTARY PUBLIC, State of Florida



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.

Dated: MARCH 11, 2002



MICHAEL J. COHEN, ESQ.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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