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TALLAHASSEE, FLORIDA

MICHAEL H. WOLF & ASSOCIATES, LLC

MICHAEL H. WOLF, Attorney-At-Law
LA VERNE MORGAN ANDREASEN, Attorney-At-Law
3832 North University Drive • Sunrise, FL 33351
(954) 748-8233 • fax (954) 748-8255

November 14, 2003

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: M & H AMERICAN ENTERPRISE, INC.

Dear Clerk:

Enclosed please find the following:


1. Original and one copy of the Articles of Incorporation for the above name.
2. Check for \$78.75 made payable to the Dept. of State.

Please file the original Articles of Incorporation and forward a certified copy of said Articles to undersigned at your earliest opportunity.

Thank you very much for your cooperation.

Very truly yours,

MICHAEL H. WOLF & ASSOCIATES, LLC


For MICHAEL H. WOLF, ESQ.
MHW/lm

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
M & H AMERICAN ENTERPRISE, INC.

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

ARTICLE I - NAME

The name of the corporation shall be: **M & H AMERICAN ENTERPRISE, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3550 BLUE LAKE DRIVE, SUITE B-305, POMPANO BEACH, FL 33064

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **100 Shares @ \$1.00 par value**

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**MICHAEL H. WOLF, ESQ.
3832 NORTH UNIVERSITY DRIVE, SUNRISE, FL 33351**

ARTICLE V - INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is:

**HAMID GHALEBI
3550 BLUE LAKE DRIVE, SUITE B-305, POMPANO BEACH, FL 33064**

The undersigned incorporator has executed these Articles of Incorporation on 11-14-03, 2003.


HAMID GHALEBI, Incorporator

THIS INSTRUMENT PREPARED BY:
MICHAEL H. WOLF & ASSOCIATES, LLC
3832 NORTH UNIVERSITY DRIVE
SUNRISE, FL 33351
TEL: (954) 748-8233
FLORIDA BAR #231924

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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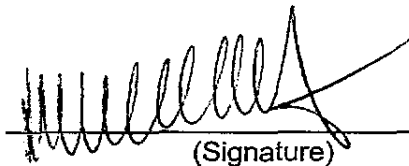
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 of 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.

1. THE NAME OF THE CORPORATION IS: **M & H AMERICAN ENTERPRISE, INC.**
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

MICHAEL H. WOLF, ESQ.
MICHAEL H. WOLF & ASSOCIATES, LLC
3832 NORTH UNIVERSITY DRIVE
SUNRISE, FL 33351

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.


(Signature)

Date: 11-14-03

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314