

P95000067578

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1 800 342 8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: mum, Inc

| | C.C. FEE. | DISBURSED |
|--|-----------|-----------|
| <input type="checkbox"/> Capital Express™ | | |
| <input checked="" type="checkbox"/> Art of Inc File | | |
| <input type="checkbox"/> Corp Record Search | | |
| <input type="checkbox"/> Ltd Partnership File | | |
| <input type="checkbox"/> Foreign Corp File | | |
| <input checked="" type="checkbox"/> () Cert Copy(s) | | |
| <input type="checkbox"/> Art. of Amend. File | | |
| <input type="checkbox"/> Dissolution/Withdrawal | | |
| <input type="checkbox"/> C U S- | | |
| <input type="checkbox"/> Fictitious Name File | | |
| <input type="checkbox"/> Name Reservation | | |
| <input type="checkbox"/> Annual Report/Reinstatement | | |
| <input type="checkbox"/> Reg Agent Service | | |
| <input type="checkbox"/> Document Filing | | |
| <input type="checkbox"/> Corporate Kit | | |
| <input type="checkbox"/> Vehicle Search | | |
| <input type="checkbox"/> Driving Record | | |
| <input type="checkbox"/> Document Retrieval | | |
| <input type="checkbox"/> UCC 1 or 3 File | | |
| <input type="checkbox"/> UCC 11 Search | | |
| <input type="checkbox"/> UCC 11 Retrieval | | |
| <input type="checkbox"/> File No 's, _____ Copies | | |
| <input type="checkbox"/> Courier Service | | |
| <input type="checkbox"/> Shipping/Handling | | |
| <input type="checkbox"/> Phone () _____ | | |
| <input type="checkbox"/> Top Priority | | |
| <input type="checkbox"/> Express Mail Prep | | |
| <input type="checkbox"/> FAX () _____ pgs | | |
| SUBTOTALS | | |

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN Will Pick Up 8-31-230

| | |
|--------------------------------|----|
| FEE..... | |
| DISBURSED..... | |
| SURCHARGE..... | |
| TAX on corporate supplies..... | |
| SUBTOTAL..... | |
| PREPAID..... | |
| BALANCE DUE..... | \$ |
| | \$ |

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

MUM, INC.

FILED
35 AUG 31 PM 2:59
TALLAHASSEE, FLORIDA

The undersigned, a citizen of the United States, desiring to form a corporation for profit under the General Corporation Act of Florida, does certify

- FIRST The name of said corporation shall be
- MUM, Inc
- SECOND The place in Florida where its principal office is to be located is Bal Harbour, Dade County, Florida. The principal address and the registered office address are the same
- THIRD The purpose of said corporation is to engage in any lawful act or activity for which corporations may be formed under the laws of the State of Florida
- FOURTH The maximum number of shares which the corporation is authorized to have outstanding shall be Seven Hundred Fifty (750) voting common, all of which shares shall be without par value
- FIFTH The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders
- SIXTH The Board of Directors is hereby authorized to fix and determine whether any surplus, and, if any, what part of the surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and, without action by the shareholders, to use and apply surplus, or any part thereof, at any time, or from time to time, in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness of the corporation, or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient
- SEVENTH No person shall be disqualified from being a director of the corporation because he or she is or may be a party to, and no director of the corporation shall be disqualified from entering into, any contract or other transaction to which the corporation is or may be a party. No contract or other transaction to which the corporation is or may be a party shall be void or voidable for the

reason that any director or officer or other agent of the corporation is a party thereto or otherwise has any direct or indirect interest in such contract or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the corporation authorizes or participates in authorization of such contract or transaction, (a) if the material facts as to such interest are disclosed or are otherwise known to the Board of Directors or applicable committee of directors at the time the contract or transaction is authorized, and at least a majority of the disinterested directors or disinterested members of the committee vote for or otherwise take action authorizing such contract or transaction, even though such disinterested directors or members are less than a quorum, or (b) if the contract or transaction (i) is not less favorable to the corporation than an arm's length contract or transaction in which no director or officer or other agent of the corporation has any interest or (ii) is otherwise fair to the corporation as of the time it is authorized. Any interested director may be counted in determining the presence of a quorum at any meeting of the Board of Directors or any committee thereof which authorizes the contract or transaction.

EIGHTH

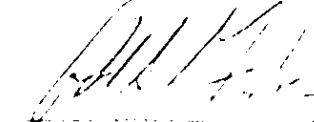
The corporation shall, to the fullest extent not prohibited by any provision of applicable law, indemnify each director and officer against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or any claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, including any settlements thereof or any appeals therein, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a director or officer of the corporation, or by any reason of being or at any time having been, while such a director or officer, an employee or other agent of the corporation or, at the direction or request of the corporation, a director, trustee, officer, administrator, manager, employee, adviser or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan.

The corporation shall indemnify any other person to the extent such person shall be entitled to indemnification under Florida law by reason of being successful on the merits or otherwise in defense of an action to which such person is named a party by reason of being an employee or other agent of the corporation, and the corporation may further indemnify any such person if it is determined on a case by case basis by the Board of Directors that indemnification is proper in the specific case. Notwithstanding anything to the

contrary in these Articles of Incorporation, no person shall be indemnified to the extent, if any, it is determined by the Board of Directors or by written opinion of legal counsel designated by the Board of Directors for such purpose that indemnification is contrary to applicable law

NINTH Notwithstanding any provisions of the Florida, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds ($\frac{2}{3}$) or any other proportion of the voting power of the corporation or any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class of shares thereof

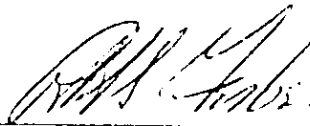
IN WITNESS WHEREOF I have hereunto set my hand this 22 day of August, 1995



Richard S. Gerber, Incorporator
3455 Mill Run Drive, Suite 101
Hilliard, Ohio 43026

ORIGINAL APPOINTMENT OF STATUTORY AGENT

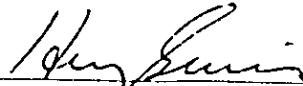
The undersigned, being at least a majority of the incorporators of Mum, Inc hereby appoint Henry Gurvis to be a statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served The complete address of the agent is 10155 Collins Avenue, Apt 1405, Bal Harbour, FL 33154



(Incorporator)

ACCEPTANCE OF APPOINTMENT

The undersigned, Henry Gurvis, named herein as the statutory agent for Mum, Inc., hereby acknowledges and accepts the appointment of statutory agent for said corporation



(Statutory Agent)

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95 AUG 31 PM 2:59
TALLAHASSEE, FLORIDA