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JUN-27 1996 10:05

EMPIRE CORPORATE KIT  
FLORIDA DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1402 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 33401-0194

CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

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DOCUMENT TYPE: NAME: MH LISTINGS, INC.

FLORIDA PROFIT CORPORATION OR P.A.

FAX AUDIT NUMBER: H96000009013  
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Handwritten signature/initials

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EMPIRE CORPORATE KIT

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
MH LISTINGS, INC.**

**ARTICLE I**

**Name**

The name of this corporation is: **MH LISTINGS, INC.**

**ARTICLE II**

**Purpose**

The purpose of this business is to provide publicity services to other companies.

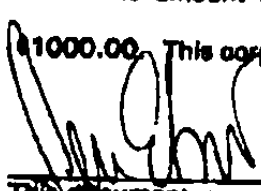
This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

**ARTICLE III**

**Capital and Stock**

The amount of capital this business will begin with shall not be less than

\$1000.00. This corporation is authorized to issue 1000 shares of common stock of

  
This document was prepared by:  
**LEON E. TOZO, ESQ.**  
**288 ARAGON AVENUE, STE D**  
**CORAL GABLES, FL 33134**  
**305-854-8105**  
**FLORIDA BAR NO. 278335**

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\$1.00 per value each. One hundred percent of the shares will be held by Leon E. Tozo.

#### ARTICLE IV

##### Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock, or of any treasury common stock, shall have the right to purchase his pro-rata share of said stock (as nearly as it may be done without the issuance of fractional shares) at the price at which it is offered to others. "Pro-rata" means, in this article, in the proportion the number of shares already owned by the shareholder bears to the total number of shares of the corporation already issued and outstanding by the corporation. In case any shareholder does not make use of his preemptive rights, such rights will accrue to the rest of the shareholders, also pro-rata.

#### ARTICLE V

##### Right of First Refusal

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In the event a shareholder received a bona fide offer acceptable to him for the purchase of all or a portion of his shares (or any rights or interest therein), such shareholder (herein-after referred to as the Offering Shareholder) shall give written notice of such offer to all other shareholders by registered mail at the addresses listed in the corporation's books. The notice must be set forth the name of the proposed transferee, the number of shares to be transferred, the price per share and all other terms and conditions of the proposed transfer.

On receipt of the notice with respect to such offer, each of the remaining

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shareholders shall be entitled during a period of fifteen (15) days from the date of the reception of said notice to purchase that portion of the offered shares that the number of shares held by him bears, to the number of shares held by all shareholders electing to purchase (and actually purchasing) the offered shares on the same terms and conditions as set out in offer.

Each shareholder electing to purchase shall promptly give notice to the Secretary of the Company of the maximum number of offered shares that he is willing to purchase. If the other shareholders desire to purchase all of the shares that are subject to the offer, the Secretary shall give written notification of his effect to the offering shareholder, and said sale and purchase shall be closed within thirty (30) days thereafter. In the event that the other shareholders do not intend to purchase all of the offered shares, the offering shareholder shall have the right to transfer all of the offered shares which the other shareholders do not intend to acquire to the prospective purchasers free and clear of any restrictions against transfer that might otherwise have been created by this Article.

Similar rights of purchase or options to purchase will accrue to the rest of the shareholders in the case anyone of such shareholders becomes disabled, bankrupt, files for voluntary bankruptcy or someone files to have him declared, makes an assignment in favor of creditor, or dies. The purchase price per share of stock in this case will be determined by evaluation to be made about the middle of the fiscal year of the corporation by an outside, independent appraiser or certified public accountant, who will determine, as exactly as possible, the value of such share, using

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generally approved accounting methods. The same option shall exist in case the shares of any shareholders pass to a third party as a result.

Any attempted sale or transfer of stock in violation of the provisions of these articles is null and void. All certificates of share of this corporation shall carry a rubber stamp reading: "These shares are subject to the provisions of Article V of Articles of Incorporation in regard to limitations on transfer of stock".

#### ARTICLE VI

##### Initial Registered Office and Agent

The Principal Office of this corporation is:

288 ARAGON AVENUE, SUITE D, CORAL GABLES, FL 33134

and the Registered Agent: LEON E. TOZO

located at the initial registered office of the corporation at:

288 ARAGON AVENUE, SUITE D, CORAL GABLES, FL 33134

#### ARTICLE VII

##### Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The initial director of this corporation is:

Name

Street Address

LEON E. TOZO

288 ARAGON AVENUE, SUITE D, CORAL GABLES, FL 33134

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**ARTICLE VII**

**Incorporators**

The name of the person signing these articles is:

Name

Street Address

LEON E. TOZO 288 ARAGON AVENUE, SUITE D, CORAL GABLES, FL 33134

**ARTICLE IX**

**Officers**

This corporation shall have the following officers:

President, Vice President, Secretary and Treasurer.

The initial officers of the corporation are:

President:

Leon E. Tozo

Vice President:

Leon E. Tozo

Secretary:

Leon E. Tozo

Treasurer:

Leon E. Tozo

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**ARTICLE X****By-Laws**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, acting either together or independently of each other.

**ARTICLE XI****Procedure in Case of Dead Lock**

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek the dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three attorneys, designated by the Florida Bar in the field of Corporations; two of such attorneys shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two attorneys selected by the parties in stalemate. If any party refuses to appoint an attorney within two weeks of the date of the meeting resulting in the deadlock, then, any party may petition the Dade County Bar Association to nominate, in the stead of the non-nominating party, an attorney designated in the field of Corporations, and the attorney or attorneys so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the Board of Directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection

and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

**ARTICLE XII****Date of Commencement**

The effective date of this corporation is the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation, this 22<sup>nd</sup> day of June, 1996.

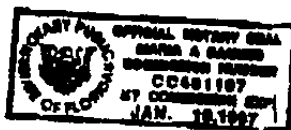
x *Leon E. Tozo*  
Leon E. Tozo

STATE OF FLORIDA )  
                          ) 88  
COUNTY OF DADE )

BEFORE ME, the undersigned authority personally appeared, LEON E. TOZO, known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same, this 22<sup>nd</sup> day of June, 1996.

*Maria Reyes*  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:





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**REGISTERED AGENT**

Having been named to accept service of process for MH LISTINGS, INC., at the place designated above, I, LEON E. TOZO, hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

IN WITNESS WHEREOF, the undersigned has accepted the duty of registered agent for the above stated corporation this 27 day of June, 1996.

X

LEON E. TOZO

X

Witness  
WITNESS

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TALLAHASSEE, FLORIDA

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**MH LISTS, INCORPORATED**

**LEON E. TOZO**  
President

288 Aragon Avenue, Suite D  
Coral Gables, Florida 33134  
Tel: (305) 854-8103  
Fax: (305) 442-7194

*Certified Return Receipt Requested*

November 4, 1996

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: **MH LISTINGS, INC.**  
Document No. **P96000055043**

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TALLAHASSEE, FLORIDA

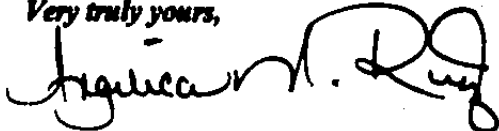
Dear Sir or Madam,

Attached please find a check number in the amount of \$35.00 as the filing fee for the enclosed Amendments to the above referenced corporation.

In addition, I have enclosed a copy of the amendments, copies of the original Articles of Incorporation that were filed June 27, 1996 and copies of the Articles of Incorporation with the amended name to be stamped and returned to our office for our records. Please return them to our office in the enclosed self addressed stamped envelope.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



Angelica M. Ruiz,  
Legal Secretary to  
Leon E. Tozo

amr

Enc.

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

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DIVISION OF CORPORATIONS



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**November 15, 1996**

**Angelica M. Ruiz**  
**MH Lists, Inc.**  
**288 Aragon Ave., Suite D**  
**Coral Gables, FL 33134**

**SUBJECT: MH LISTINGS, INC.**  
**Ref. Number: P96000055043**

**We have received your document for MH LISTINGS, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.**

**Please return 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 (904) 487-6908.**

**Steven Harris**  
**Corporate Specialist**

**Letter Number: 896A00052241**

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**MH LISTINGS**

**Document Number P22000055043**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: Article I Name

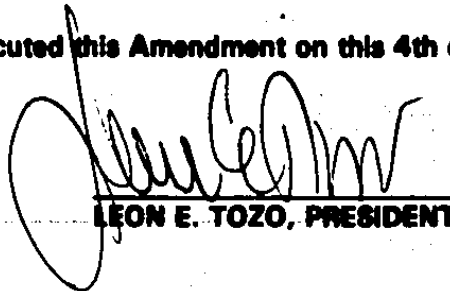
The name of this Corporation is to be amended and it shall be:

**MH LISTS, INC.**

**SIGNATURES**

This Amendment was adopted and agreed upon by the shareholders. The number of votes cast for the amendment was sufficient for approval.

The undersigned has executed this Amendment on this 4th day of November, 1996.

  
**LEON E. TOZO, PRESIDENT**

This Amendment has been adopted on this 4th day of November, 1996.