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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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JAME: M & H PROPERTIES, INC.

AUDIT NUMBER.....H96000014595

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: M & H PROPERTIES, INC.
REF: W96000022074

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Terri Buckley
Corporate Specialist

FAX Aud. #: H96000014595
Letter Number: 096A00047624

ARTICLES OF INCORPORATION
OF
MNI REAL ESTATE, INC.

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The undersigned, for the purposes of forming a corporation for profit under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is MNI REAL ESTATE, INC. . Its principle place of business is located at 7929 NW 10 Street, Plantation, Florida 33322.

ARTICLE II

DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these are filed by the Secretary of State.

ARTICLE III

PURPOSE

The purpose of the corporation is to perform any and all activities, any ownership or operations necessary to operate and lawfully conduct any lawful business in the state of Florida, the United States and other parts of the world.

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TALLAHASSEE, FLORIDA

This instrument prepared by: William Roach, Jr., Esq.
300 S. Pine Island Road, #266
Plantation, FL 33324
Fla. Bar No: 613827
(954) 423.6605

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ARTICLE IV
CAPITAL STOCK

Section 4.1: Authorized Capital

This corporation is authorized to issue 100 shares One Dollar (\$1.00) par value common stock which shall be designated "Common Stock". This corporation is not authorized to issue preferred shares. This corporation can issue additional shares upon approval of the Board of Directors.

Section 4.2: Restrictions on Transfer of Stock

The shareholders may, by By-Law, Provision or by Shareholder's Agreement recorded in the Minute Book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 4.3: Approval of Shareholders Required for Merger

The approval of a majority of the Shareholders of this corporation to any plan of merger or consolidations shall be required in every case, whether or not such approval is required by law.

ARTICLE V
PREFERENCES, LIMITATION, AND RELATIVE RIGHTS
OF SHARE OF COMMON STOCK

Section 5.1: Dividends

The holders of record of the common stock of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 5.2: Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation,

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dissolution or winding up of this corporation, the holders of record of the outstanding common stock shall be paid from the remaining assets of this corporation ratably.

Section 8.3: Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE VI

DESIGNATION OF SERIES

There shall exist no series in the issuance of the common stock authorized herein.

ARTICLE VII

PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the first right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7929 NW 10 Street, Plantation, FL 33322, and the name of the initial registered agent of this corporation at that address is JOSEPH NAJJARIAN.

ARTICLE IX

INITIAL BOARD OF DIRECTORS AND OFFICERS

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This corporation shall have at least one (1) director initially. The number of directors may be increased from time to time by the By-Laws, but never be less than one (1). The name and address of the initial Director of this corporation shall be determined by the corporation during its first corporate meeting.

The initial officers of the corporation are:

JOSEPH NAJJARIAN - President, Vice-president, Secretary,
Treasurer

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles is:

JOSEPH NAJJARIAN
7929 NW 10 Street
Plantation, Florida 33322

ARTICLE XI

BY-LAWS

The initial By-Laws of this corporation shall be adopted by the Directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any By-law adopted by the Shareholders if the Shareholders specifically provide that such By-law is not subject to amendment or repeal by the Directors.

ARTICLES XII

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of the Shareholders of this

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corporation or those designated by them.

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ARTICLE XIII

COMPENSATION

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XIV

INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9 day of October, 1996.


JOSEPH NAJJARIAN

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 46.091, Florida Statute, the following is submitted:

MNH REAL ESTATE, INC , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7929 NW 10 Street, Plantation, Florida 33322 has named JOSEPH NAJJARIAN as its agent to accept service of process within Florida.

INCORPORATOR:


JOSEPH NAJJARIAN

Date

10/9/96

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I 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.


JOSEPH NAJJARIAN

Date

10/9/96

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TALLAHASSEE, FLORIDA

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