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Glenn T. Shelby, P.A.

Attorney at Law

Certified Circuit Court Mediator

2323 South Florida Avenue • Lakeland, Florida 33803 • 941-688-5838

FILED

97 JAN 27 PM 1:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 24, 1997

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

300002070099--4  
-01/28/97--01076--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: M/H Management, Inc.

Enclosed please find a check in the amount of \$70.00 for  
filing the enclosed Articles of Incorporation.

Thank you very much.

Sincerely,

*Glenn T. Shelby*  
GLENN T. SHELBY  
(9)

GTS/awj  
Enclosures

PH 1/31/97

FILED

ARTICLES OF INCORPORATION  
OF  
M/H MANAGEMENT, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE ONE  
NAME

The name of the corporation is M/H Management, Inc.

ARTICLE TWO  
CORPORATE DURATION

The duration of the corporation is perpetual from the date of incorporation.

ARTICLE THREE  
PURPOSES

The general purposes for which the corporation organized are:

1. To Develop Commercial and Residential Real Estate, including buying, selling, construction of buildings and houses, leasing, renting, executing mortgages, and holding mortgages.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR  
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one thousand. Such shares shall be of a single class, and shall be without par value.

ARTICLE FIVE  
REGISTERED OFFICE AND AGENT AND BUSINESS ADDRESS

The street address of the initial registered office of the corporation is 2765 U.S. Hwy. 92 W., Lakeland, FL 33815, and the name of the initial registered agent at such address is David D. Hiatt. The business address is the same as the initial registered office address.

ARTICLE SIX  
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two, although the corporation is authorized to have five directors. The names and addresses of the persons who are to serve as members of the board of directors are:

David D. Hiatt  
2765 U.S. Hwy. 92 W.  
Lakeland, FL 33815

President/Secretary/  
Treasurer/Director

Joseph A. Mayo  
2765 U.S. Hwy. 92 W.  
Lakeland, FL 33815

Vice President/Director

ARTICLE SEVEN  
INCORPORATOR

The name and address of the incorporator is:

David D. Hiatt  
2765 U.S. Hwy. 92 W.  
Lakeland, FL 33815

In witness whereof, for the purpose of forming this corporation under the laws of the State of Florida, I, have executed these Articles of Incorporation this 23 day of January, 1997.

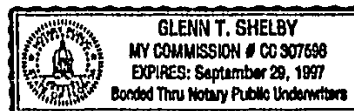
  
DAVID D. HIATT

STATE OF FLORIDA  
COUNTY OF POLK

I hereby certify that on this day before me the undersigned authority, personally appeared DAVID D. HIATT, who produced a driver's license for identification and who did not take an oath, and who executed the foregoing instrument and acknowledged before me that he executed the same.

Witness my hand and seal in the above mentioned county and state this 23 day of January, 1997.

  
GLENN T. SHELBY, NOTARY PUBLIC  
MY COMMISSION EXPIRES:



FILED

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 607.325 of the Florida General  
Corporation Act, the following is submitted:

M/H Management, Inc., with its place of business at 2765 U.S.  
Hwy. 92 W., Lakeland, FL 33815 has named David D. Hiatt located at  
2765 U.S. Hwy. 92 W., Lakeland, FL 33815 as its agent to accept  
service of process within the State of Florida.

Dated this 23 day of Jan., 1997.

  
\_\_\_\_\_  
DAVID HIATT, PRESIDENT

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, and I accept the duties and  
obligations of Section 607.325 of the Florida General Corporation  
Act.

Dated this 23 day of Jan., 1997.

  
\_\_\_\_\_  
DAVID HIATT, REGISTERED  
AGENT