

Brenda F. Pagliaro

ATTORNEY AT LAW *Licensed in FL & NJ
2151 East Commercial Boulevard
Suite 202
Fort Lauderdale, Florida 33308
(954) 489-1002 (954) 492-0088 FAX
* PAMELA M. BRESSI COUNSEL

April 4, 1997

Department of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of MHA Benefits Corporation.

To Whom it May Concern:

Enclosed please find the necessary papers necessary for the initial filing for the Incorporation of MHA Benefits Corporation in the State of Florida. I previously verified that said name was available with your Department.

I have also enclosed check # 2014 in the amount of \$131.25 representing the following:

\$35.00 for the filing fee
\$35.00 Designation of Registered Agent
\$52.50 For a Certified Copy
\$8.75 For a Certificate of Status.

Please forward the Certified Copy and Certificate of Status to the above address in care of Brenda F. Pagliaro, P.A..

Thank you for your immediate attention.

Sincerely,

Brenda F. Pagliaro

Brenda F. Pagliaro
Attorney at Law

Enclosures
cc: File; Jim Nolan.

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97 APR 21 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 23 1997

Handwritten signature



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 11, 1997

BRENDA F. PAGLIARO, ESQUIRE
SUITE 202
2151 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FL 33308

SUBJECT: MHA BENEFITS CORPORATION
Ref. Number: W97000008503

We have received your document for MHA BENEFITS CORPORATION and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

FIRST PAGE OF ARTICLES NOT SUBMITTED

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 197A00018423

Brenda F. Pagliaro

ATTORNEY AT LAW *Licensed in FL & NJ
2151 East Commercial Boulevard
Suite 202
Fort Lauderdale, Florida 33308
(954) 489-1002 (954) 492-0088 FAX
* PAMELA M. BRESS OF COUNSEL

April 17, 1997

Department of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of MHA Benefits Corporation.

To Whom it May Concern:

Enclosed please find the necessary papers necessary for the initial filing for the Incorporation of MHA Benefits Corporation in the State of Florida. I previously verified that said name was available with your Department. I apologize for my oversight regarding the initial first four Articles for this filing.

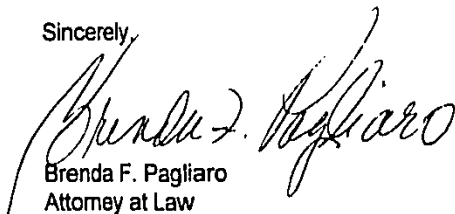
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Thank you for your immediate attention.

Sincerely,



Brenda F. Pagliaro
Attorney at Law

Enclosures
cc: File; Jim Nolan.

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

MHA BENEFITS CORPORATION

ARTICLE II PRINCIPAL OFFICE

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

100 West Cypress Creek Road
5th Floor
Fort Lauderdale, Florida 33309

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares

\$ 1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

James Nolan
100 West Cypress Creek Road
5th Floor
Fort Lauderdale, Florida 33309

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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

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

James Nolan, Director/President
100 West Cypress Creek Road
5th Floor
Fort Lauderdale, Florida 33309

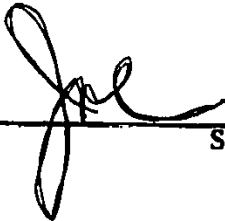
ARTICLE VI

The purpose of this corporation includes, but is not limited to, providing consulting in the areas of debt mastery, debt consolidation and benefits.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

18 day of MARCH, 19 97.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: MHA Benefits Corporation

2. The name and address of the registered agent and office is:

James Nolan

(NAME)

100 West Cypress Creek Road, 5th Floor

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Fort Lauderdale, Florida 33309

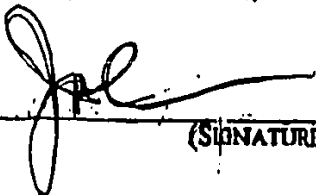
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

X 
(SIGNATURE)

3-18-97
(DATE)

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