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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MHS INDUSTRIES, INC.

AUDIT NUMBER.....H97000009937

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

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1997

EMPIRE

SUBJECT: MHS INDUSTRIES, INC.
REF: W97000014226

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H97000009937
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ARTICLES OF INCORPORATION OF
MHS Industries, Inc.

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TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
MHS Industries, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$1.00 par value.

ARTICLE V. 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 shares.

ARTICLE VI. 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 right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared By: David Hernandez
210 University Dr. #502
Coral Springs, FL 33071
954-346-7288

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 2521 Golfview Drive, Ft. Lauderdale, FL, 33327 and the name of the initial registered agent of this corporation at that address is Joseph Miller.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Carl Stauder
2521 Golfview Drive
Ft. Lauderdale, FL 33327

ARTICLE IX. Officers. The initial officers of the corporation will be: Carl Stauder President, Treasurer and Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Carl Stauder
2521 Golfview Drive
Ft. Lauderdale, FL 33327

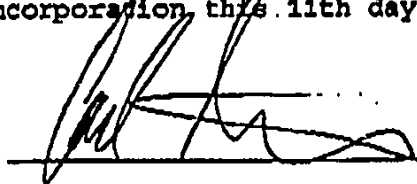
ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 2521 Golfview Drive, Ft. Lauderdale, FL, 33327.

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IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation, this 11th day of
June, 1997.

 (SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally
appeared, Carl Stauder known to be and known by
me to be the person who executed the foregoing Articles
of Incorporation and he acknowledged before me that he
executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 11th day of
June, 1997.

NOTARY PUBLIC

My Commission Expires: _____

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State of Florida Division of Corporations
Department of State Tallahassee, FL 32304

I, Joseph Miller hereby consent to serve as
registered agent for the Corporation, MHS Industries, Inc.
this day of 11th day of June, 1997.


Joseph Miller

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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