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**LAW OFFICES
WILLIAMS & ASSOCIATES, P.A.**

BRICKELL BAY VIEW CENTRE, SUITE 1830
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JENNIFER DALY
CYNTHIA A. EVERETT
THOMASINA H. WILLIAMS

EFFECTIVE DATE
6-23-97

June 23, 1997

VIA EXPRESS MAIL

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

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-06/25/97--01108--004
****122.50 ****122.50

Dear Clerk:

Enclosed please find Articles of Incorporation for two (2) separate corporations, "MLA Vending, Inc." and "HTH Holdings, Inc." Also enclosed are two (2) separate checks in the amount of \$122.50 for certified copies of the articles for each corporation, as well as a self-addressed, stamped envelope to use in returning the documents to us.

Thank you for your assistance.

Sincerely,


Thomasina H. Williams

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FILED
97 JUN 25 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 6/26/97

EFFECTIVE DATE

6-23-97

FILED

ARTICLES OF INCORPORATION 97 JUN 25 AM 11: 26

OF

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

HTH HOLDINGS, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is HTH Holdings, Inc. The address of the principal office and the mailing address of this corporation is Brickell Bay View Centre, Suite 1830, 80 S.W. Eighth Street, Miami, FL, 33130.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Hundred (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Name

Address

Thomasina H. Williams

Brickell Bay View Centre, Suite 1830
80 S.W. Eighth Street
Miami, Florida 33130

ARTICLE V - COMMENCEMENT

This corporation shall commence on June 23, 1997.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The name and address of the initial Director of this corporation is:

Name

Address

Thomasina H. Williams

Brickell Bay View Centre, Suite 1830
80 S.W. Eighth Street
Miami, Florida 33130

ARTICLE VII - INCORPORATOR

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

Name

Address

Thomasina H. Williams

Brickell Bay View Centre, Suite 1830
80 S.W. Eighth Street
Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE IX - INDEMNIFICATION

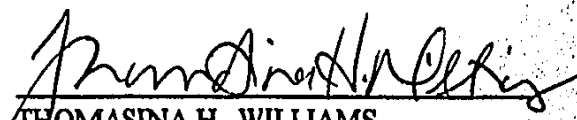
This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

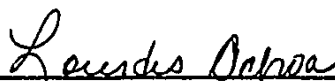
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

24 day of June, 1997.


THOMASINA H. WILLIAMS
Incorporator

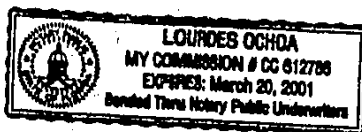
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 24 day of June, 1997, by
THOMASINA H. WILLIAMS, who produced a drivers license as identification and who did take
an oath.



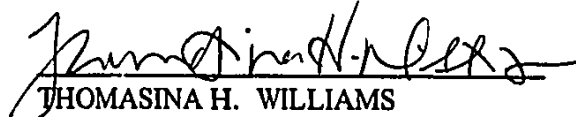
Signature

Name (type, print or stamp)



**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

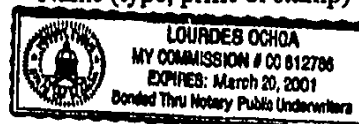

THOMASINA H. WILLIAMS
Registered Agent

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 24 day of June, 1997, by THOMASINA H. WILLIAMS, who produced a drivers license as identification and who did take an oath.


Signature

Name (type, print or stamp)



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA