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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: HOLLAND & KNIGHT (FT. LAUDERDALE)

ACCT#: 075410003271

CONTACT: COLLEEN BRUNO

PHONE: (954)525-1000

FAX #: (954)463-2030

NAME: M & H INTERIOR CONTRACTING, INC.

AUDIT NUMBER.....H97000011358

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

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ARTICLES OF INCORPORATION
OF
M & H INTERIOR CONTRACTING, INC.

The undersigned, acting as incorporator of M & H Interior Contracting, Inc., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

M & H Interior Contracting, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is 3501 North Keyser Avenue, #25, Hollywood, Florida 33021.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

Donn A. Beloff, Esquire
FL Bar No. - 222429
Holland & Knight LLP
One East Broward Blvd, Suite 1300
Fort Lauderdale, FL 33302
(954) 525-1000

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ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is One East Broward Boulevard, Suite 1300, Fort Lauderdale, Florida 33301 and the name of the corporation's initial registered agent at that address is Donn A. Beloff.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Martin Beloff	3501 North Keyser Avenue, #25 Hollywood, Florida 33021
Helen Beloff	3501 North Keyser Avenue, #25 Hollywood, Florida 33021

Donn A. Beloff, Esquire
FL Bar No. - 222429
Holland & Knight LLP
One East Broward Blvd, Suite 1300
Fort Lauderdale, FL 33302
(954) 525-1000

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

NameAddress

Donn A. Beloff

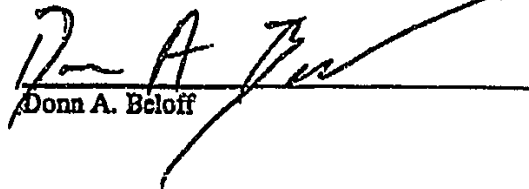
One East Broward Boulevard
Suite 1300
Fort Lauderdale, Florida 33301

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 11th day of July, 1997.


Donn A. Beloff

Donn A. Beloff, Esquire
FL Bar No. - 222429
Holland & Knight LLP
One East Broward Blvd, Suite 1300
Fort Lauderdale, FL 33302
(954) 525-1000

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That M & H Interior Contracting, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at One East Broward Boulevard, Suite 1300, Fort Lauderdale, State of Florida, 33301, has named Donn A. Beloff, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.


Donn A. Beloff

FTL1-253409

Donn A. Beloff, Esquire
FL Bar No. - 222429
Holland & Knight LLP
One East Broward Blvd, Suite 1300
Fort Lauderdale, FL 33302
(954) 525-1000

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