

P970000 69102



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 491173 11395A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 8, 1997

ORDER TIME : 1:34 PM

ORDER NO. : 491173-005

CUSTOMER NO: 11395A

CUSTOMER: Angie Sherbrook, Legal Asst
RENE VANDEVORRDE, P.A.

1327 North Central Avenue

Sebastian, FL 32958

DOMESTIC FILING

NAME: MHJ INTERNATIONAL, INC.

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-08/11/97--01001--002
****122.50 ****122.50

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 AUG -8 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG -8 PM 3:27
DEPT. OF REVENUE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

SN AUG 11 1997

69

ARTICLES OF INCORPORATION
OF
MHJ INTERNATIONAL, INC.

FILED

97 AUG -8 AM 8:28

ARTICLE I - NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is MHJ INTERNATIONAL, INC.

ARTICLE II - DURATION

This corporation shall exist for a period of perpetuity.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock, having a par value of One Dollar (\$1.00) each.

All stock issued by this corporation shall be fully paid and non-assessable and shall be transferrable only on the books of the corporation.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor, or services at just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors or shareholders.

The authorized shares of stock without par value may be issued by this corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors or shareholders. Any and all such shares issued and for which the full consideration has been paid or delivered, shall be deemed fully paid Stock and holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The shares of stock to be issued by the corporation shall be subject to

the following provisions and restrictions upon sales and transfer thereof.

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder shall desire to sell, assign, give or transfer, any shares of stock in the corporation, stockholder must, by giving written notice of such desire to a majority of Board of Directors, first afford to the corporation or the nominee or its Board of Directors the right and privilege for thirty (30) days to purchase the same at a price equal to a bonafide firm offer, in writing, made to each stockholder for the purchase of such share or shares of stock, by a person, firm or corporation, ready, willing and able to buy such stock at the price so offered to be paid, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be void.

ARTICLE V - PREEMPTIVE RIGHTS

Every share holder, 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-rata share thereof at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND

MAILING ADDRESS AND CORPORATION PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 1327 North Central Avenue, Sebastian, Florida 32958 and the name of the initial registered agent of this corporation is Rene' G. VanDeVoorde.

The Principal Office of the Corporation is 6035 N. River Run Drive, Sebastian, FL 32958.

ARTICLE VII - INCORPORATION

The names and address of the persons signing these articles as subscribers are:

Name and Address

Number of Shares

Jack E. Hobeck
6035 River Run Drive
Sebastian, FL 32958

100

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors and officers of the Corporation, who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follow:

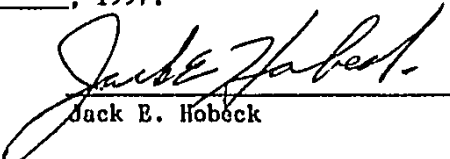
<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Jack E. Hobeck	President/Secretary Treasurer/Director	6035 River Run Drive Sebastian, FL 32958

There shall be one director initially. The number may be increased as the By-Laws may provide, but in no case less than one.

ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the of this corporation shall be managed under the direction of, the shareholders of this corporation. All references in these Articles of Directors shall be interpreted to mean shareholders where applicable.

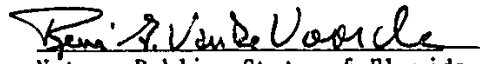
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles this 7 day of AUGUST, 1997.

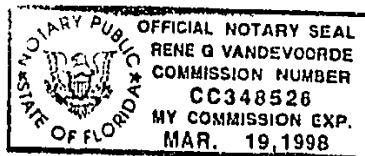

Jack E. Hobeck

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared JACK E. HOBECK, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation. JACK E. HOBECK, is personally known to me or has shown FLORIDA DRIVER'S LICENSE as identification, and who did/did not take an oath.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 7 day of AUGUST, 1997.


Notary Public, State of Florida
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT MHJ INTERNATIONAL, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF SEBASTIAN STATE OF
FLORIDA, HAS NAMED Rene' G. VanDeVoorde
(NAME OF REGISTERED AGENT)

LOCATED AT 1327 North Central Avenue
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Sebastian, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Jackie VanDeVoorde*
(CORPORATE OFFICER)

TITLE President

DATE: AUGUST 7, 1997

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 PER-
FORMANCE OF MY DUTIES.

SIGNATURE *Rene' G. VanDeVoorde*
(RESIDENT AGENT)

DATE: AUGUST 7, 1997

FILED
97 AUG -8 AM 8:29
STATE
TALLAHASSEE, FLORIDA