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TO: DIVISION OF CORPORATIONS

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MEH, INC.

AUDIT NUMBER.....H97000013778

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

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1997

EMPIRE

SUBJECT: MEH, INC.
REF: W97000019361

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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Becky McKnight
Document Specialist

FAX Aud. #: H97000013778
Letter Number: 497A00042287

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ARTICLES OF INCORPORATION
OF

MEH Advisors, Inc.

The undersigned Incorporator of these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

MEH Advisors, Inc.

ARTICLE II

Nature of the Business & Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is one thousand shares of common stock having a par value of \$1.00 per share.

Shares may be issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV

Existence of the Corporation

This Corporation shall have perpetual existence.

ARTICLE V

Directors

This Corporation shall have one Director initially. The number of

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Miami Beach, FL 33141
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Prepared by:

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8250 Byron Avenue Suite 501
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directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The affairs of the Corporation shall be managed by the Director as provided in the By-Laws. The initial Director shall be: Maria E. Huston, residing at 3355 Mission Lake Drive, Apt. 395, Orlando, Florida, 32817.

ARTICLE VI

Principal Place of Business

The principal place of business of the Corporation shall be located at: 3355 Mission Lake Drive, Suite 395, Orlando, Florida, 32817 or such other place as may from time to time be designated.

ARTICLE VII

Incorporators

The name and street address of the Incorporator of this Corporation is:

Maria E. Huston
3355 Mission Lake Drive, Apt. 395
Orlando, FL 32817

ARTICLE VIII

Registered Agent and Initial Registered Office

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Maria E. Huston
3355 Mission Lake Drive, Suite 395
Orlando, FL 32817

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE IX

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stockholders

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entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

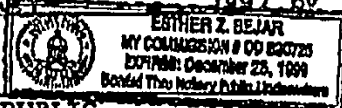
In witness whereof, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 15th day of AUGUST, 1997.

Maria E. Huston

Maria E. Huston

State of Florida)
County of Dade) SS.

The foregoing instrument was acknowledged before me this 15th day of August, 1997 by



NOTARY PUBLIC

State of Florida

Esther Z. Bejar
My commission expires:

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Prepared by:

Eather Z. Bahr, CPA, P.A.
8250 Byron Avenue Suite 601
Miami Beach, FL 33141
305-865-8859

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

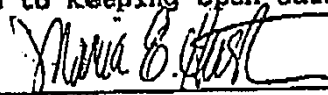
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Advisors,

That MEH Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 3355 Mission Lake Drive, Suite 395, City of Orlando, County of Orange, State of Florida, has named Maria E. Huston residing at 3355 Mission Lake Drive, Apt. 395, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 agree to comply with the provisions of said Act relative to keeping open said office.



Maria E. Huston

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