

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ADH Group, Inc

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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Signature _____

Requested by: Cher 10-1 1030

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ARTICLES OF INCORPORATION

OF

ADH GROUP, INC.

THE UNDERSIGNED do hereby associate ADH GROUP, INC.

for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

ADH GROUP, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of consulting for government entities and privately run business, as well as to provide information and guidance on criminal justice, human services and other related matters, and to partake in all other acts necessary and related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner to wit:

One Hundred (100) Shares of Common Stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

5732 S.W. 88 Terrace
Cooper City, Fl. 33328

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Scott A. Marcus, Esq., and the Registered Office shall be located at:

19 West Flagler Street, Suite 416
Miami, Fl. 33130

or such other person or such other place as the Director or Board of Directors may from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. the Officers of the Corporation may consist of a President, Vice President, Secretary, and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire chose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
ASTRID OYOLA HUGHES	President/Vice President	5732 S. W. 88Terrace Cooper City, Fl. 33328
DOUGLAS W. HUGHES	Secretary/Treasurer	5732 S. W. 88 Terrace Cooper City, Fl. 33328

ARTICLE IX - BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and qualified shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
ASTRID OYOLA HUGHES	5732 S.W. 88 Terrace Cooper City, Fl. 33328
DOUGLAS W. HUGHES	5732 S.W. 88 Terrace Cooper City, Fl. 33328

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
ASTRID OYOLA HUGHES	5732 S.W. 88 Terrace Cooper City, Fl. 33328	50	\$ 500.00
DOUGLAS W. HUGHES	5732 S.W. 88 Terrace Cooper City, Fl. 33328	50	\$ 500.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in Connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any rights to which such Director or Officer may be entitled.


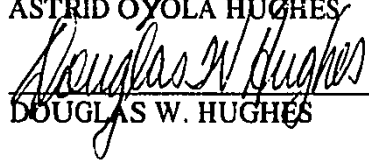
ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 26 day of Sept. 1997.

 (SEAL)
ASTRID OYOLA HUGHES
 (SEAL)
DOUGLAS W. HUGHES

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 26th day of September, 1997 by Douglas Hughes, who is personally known to me or has produced his drivers license as identification and who did/did not take an oath.

 JEAN H. COCKSHUTT
COMMISSION # CC 400168
EXPIRES SEP 19, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

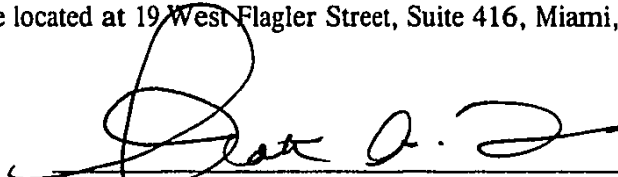

NOTARY PUBLIC, STATE OF FLORIDA

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CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of the
ADH GROUP, INC. and agree to serve as its Registered Agent, to accept service of process
within the State at its Registered Office located at 19 West Flagler Street, Suite 416, Miami,
Fl. 33130.


SCOTT A. MARCUS, Registered Agent