

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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FILED
CLERK OF DISTRICT COURT
DIVISION OF CORPORATIONS
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MRH Capital, Inc.

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DIVISION OF CORPORATIONS

Signature _____

Requested by: DR

Name _____

Date 12/10/97

Time _____

Walk-In _____

Will Pick Up _____

- ☒ 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 _____

RP
12-10-97

ARTICLES OF INCORPORATION

OF

MRH CAPITAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

MRH CAPITAL, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. Investment brokerage firm.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation be advantageously carried on in connection with, or auxiliary to, the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 7,500. Such shares shall be of a single class and have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the corporation is, and its principal office and mailing address is:

2300 East Las Olas Boulevard
Fort Lauderdale, Florida 33301

and the name of its registered agent at such address is:

MARK R. HARRIS

ARTICLE VI

The number of directors of the corporation shall not be less than one and the number of directors constituting the initial Board of Directors of the corporation is one. The name and address of the person who is to serve as the initial Board of Directors and the initial officers of the corporation are:

MARK R. HARRIS
2300 East Las Olas Boulevard
Fort Lauderdale, Florida 33301

ARTICLE VII

The name and address of the incorporator are:

MARK R. HARRIS
2300 East Las Olas Boulevard
Fort Lauderdale, Florida 33301

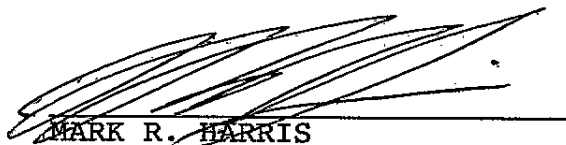
ARTICLE VIII

In all elections for director, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as the number of directors multiplied by the number of his shares shall equal, or distribute them on the same principle among as many candidates as he shall think fit.

ARTICLE IX

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation and any securities of the corporation, convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

EXECUTED by the undersigned at Fort Lauderdale, Florida,
on the 9 day of December, 1997.


MARK R. HARRIS

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

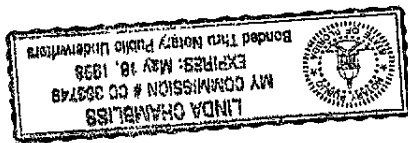
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, MARK R. HARRIS, and personally known to me, to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 9 day of Dec, 1997.



Linda Chambliss, Notary Public
State of Florida at Large
CC363749

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I, MARK R. HARRIS, having been appointed registered agent of MRH CAPITAL, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



MARK R. HARRIS

DATED: 12-9-97

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