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LAW OFFICE OF

CLARK & KORTENHAUS

Blair W. Clark
Daniel J. Kortenhaus

300 31st Street North, #101

Post Office Box 13175

St. Petersburg, FL 33733-3175

Tel: (813) 327-0098

Fax: (813) 327-7114

January 28, 1998

EFFECTIVE DATE

1-28-98

DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

Re: M. H. M. Associates, Inc.

Dear Messrs.:

Enclosed please find two originals of Articles of Incorporation for the above referenced corporation. Please file an original and return a date stamped original in the envelope provided. Also enclosed is one check in the amount of \$70 for the filing fee and the designation of registered agent. As you will be returning a date stamped original, I am not enclosing \$52.50 for a certified copy.

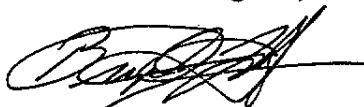
Thank you for your attention in this matter.

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*****70.00 *****70.00

With best regards,



Bryon T. LoPreste

BL
Enclosures
(c:\wp60\form\corporat\corpfile.let)

FILED
98 JAN 30 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-28-98

ARTICLES OF INCORPORATION

OF

M. H. M. ASSOCIATES, INC.

FILED

98 JAN 30 AM 11: 09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is M. H. M. Associates, Inc.

**ARTICLE II
DURATION**

This Corporation shall exist perpetually, commencing as of January 28, 1998.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purposes of telemarketing/sales of vacation packages and engaging in any and all other lawful business as may be conducted within the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of \$0.00 par value common stock.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE**

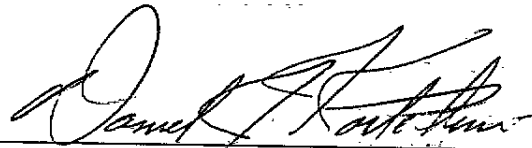
The initial registered agent of the corporation is Daniel J. Kortenhaus and the street address of the registered agent of this Corporation is 300-31st Street North, Suite 101, St. Petersburg, Florida 33713. The street address of the office of the Corporation is 15027 Gulf Boulevard, Madeira Beach, Florida 33708.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and

agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 28th day of January, 1998.


Daniel J. Kortenhaus, Registered Agent

ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one nor greater than five. The names and addresses of the initial directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Mary H. Marshall	909 Gulf Way, #7 St. Pete Beach, FL 33706
Douglas K. Clark	909 Gulf Way, #7 St. Pete Beach, FL 33706

ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles as Incorporator is

<u>Name</u>	<u>Address</u>
Daniel J. Kortenhaus	300 - 31st Street North, Suite 101 St. Petersburg, FL 33713

ARTICLE VIII CUMULATIVE VOTING

There shall be no cumulative voting rights for shareholders of the Corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE IX
PREEMPTIVE RIGHTS**

There shall be no preemptive rights for shareholders of the Corporation.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


**ARTICLE XI
BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE XII
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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of January, 1998.


Daniel J. Kortenhaus, Incorporator

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98 JAN 30 PM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA