

3/10/98

FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MH HOLDINGS, INC.

AUDIT NUMBER.....H98000005120

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 17, 1998

EMPIRE

SUBJECT: MH HOLDINGS, INC.
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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.

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000005120
Letter Number: 498A00014210

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H9800000 5120

**ARTICLES OF INCORPORATION
OF
MH HOLDINGS, INC.**

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is MH HOLDINGS, INC.,

Article II - Address

The corporations principle place of business is 3640 Investment Lane, Suite 22, West Palm Beach, FL 33404

Article III - Purpose

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

Article IV - Capital Stock

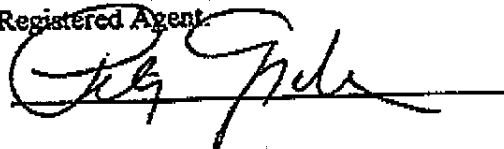
The aggregate number of shares which this corporation shall have authority to issue is 100 shares of common stock consisting of one class, and have a par value of \$1.00

Article V - Term of Existence

This corporation shall have perpetual existence

Article VI - Initial Registered Office and Agent

The initial registered office of this corporation is 804 North Olive Avenue, West Palm Beach, FL. The name of the initial Registered Agent is Peter Grable, Esquire who is familiar with and hereby accepts the duties and responsibilities as the Registered Agent.



Prepared by Peter Grable, Esquire, 804 North Olive Avenue, West Palm Beach, FL

(561) 655-1292
FBN - 338493

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Article VII - Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time through By-Laws adopted by the shareholders, but shall never be less than one (1). The name and address of the initial Directors of this corporation are

Richard Meister, President
3640 Investment Ln, Ste 22
West Palm Beach, FL 33404

Kenneth Hertz, V.P.
3640 Investment Ln, Ste 22
West Palm Beach, FL 33404

Ann Hertz, Secretary
3640 Investment Ln, Ste 22
West Palm Beach, FL 33404

Article VIII - Subscriber

The name and address of the Subscriber signing these Articles of Incorporation is:

Peter Grable, Esquire
804 North Olive Avenue
West Palm Beach, FL 33401

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders; except those By-Laws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

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 - Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of March, 1998.


Subscriber & Registered Agent

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STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared Peter Grable known to me and known to me to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that such Subscriber executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 16th day of March, 1998

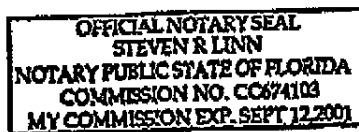
Steven R. Linn

Notary Public

CC 674103

My Commission Expires:

9-12-2001.



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