



HHH MANAGEMENT INC.
AN ASSET MANAGEMENT COMPANY

PR8000104085
Via Federal Express

FILED
98 DEC 15 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 14, 1998

Ms. Eddy Harilee
Landers & Parsons
310 West College Avenue
Tallahassee, FL 32302
(904) 681-0311

100002712381--8
-12/15/98-01007-019
***122.50 ***78.75

RE: MHLC, Inc.

Dear Eddy:

Enclosed herewith are two executed copies of the Articles of Incorporation of the above referenced corporation, together with our checks to cover filing fees and your firm's fee for walk-through services, namely:

Secretary of State
Landers & Parsons

\$ 122.50
25.00

Please cause the Articles to be filed with the Secretary of State and return a certified copy of the Articles to the attention of the undersigned via Federal Express (account #1033-8959-3). Our street address is: 6353 W. Rogers Circle, Suite #1, Boca Raton, Florida 33487.

Thank you.

Sincerely,

HHH MANAGEMENT, INC.

Nancy Ungar
Executive Assistant

/nu
Enc.

Call Eddy for pick up
681-0311

**ARTICLES OF INCORPORATION
OF
MHLC, INC.**

ARTICLE I - NAME

The name of the corporation is: MHLC, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 6353 W.
Rogers Circle, Suite #1, Boca Raton, Florida 33487.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

ARTICLE IV - CORPORATE AUTHORITY/PURPOSE

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business. This corporation shall have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Florida Statutes, Section 607.0302.

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ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned and/or transferred in strict accordance with such by-laws as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 6353 W. Rogers Circle Circle, Suite #1, Boca Raton, Florida 33487. The name of the initial registered agent of this corporation at that address is: HARRY H. HAHAMOVITCH.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time according to the by-laws of the corporation, but shall never be less than one. The name and address of the initial director of this corporation is:

Harry H. Hahamovitch
6353 W. Rogers Circle, Suite #1
Boca Raton, Florida 33487

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) The corporation may, by resolution of its Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of

the fact that he/she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, including any appeal thereof, if he/she acted in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him/her in connection therewith, without the necessity of an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

ARTICLE IX - INITIAL OFFICERS

The initial officers of the corporation are as follows:

President:	Harry H. Hahamovitch
Vice President:	Vacant
Treasurer:	Harry H. Hahamovitch
Secretary:	Harry H. Hahamovitch

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is: HARRY H. HAHAMOVITCH.

ARTICLE XI - BY-LAWS

The initial by-laws of the corporation shall be adopted by the Board of Directors. The by-laws may be altered, amended or repealed by either the Board of Directors or a majority of the stockholders.

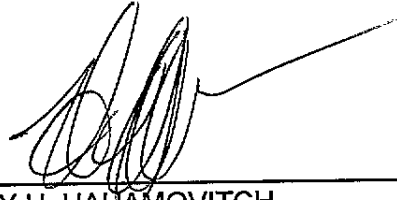
ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

ARTICLE XIII - AFFILIATED TRANSACTIONS

This corporation expressly elects not to be governed by the provisions of Florida Statutes, Section 607.0901.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation
this 14th day of December, 1998.



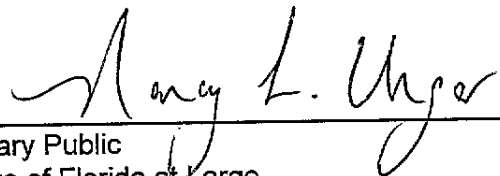
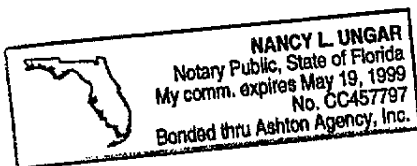
HARRY H. HAHAMOVITCH

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared HARRY H. HAHAMOVITCH, known to me and known by me to be the person described in and who executed the foregoing Articles of Incorporation, and HARRY H. HAHAMOVITCH acknowledged to and before me that he executed those Articles for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 14th day
of December, 1998.



Notary Public
State of Florida at Large

My Commission Expires: 5-19-99

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

HAVING BEEN named as registered agent and to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 14th day of December, 1998.



HARRY H. HAHAMOVITCH
Registered Agent

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