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March 30, 2011

**FORM ADV PART 2
BROCHURE**

This brochure provides information about the qualifications and business practices of Harvey Merson. If you have any questions about the contents of this brochure, please contact me by phone at 732-382-5663 or email, hmerson@mhelite.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Harvey Merson is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Harvey Merson is 129290 .

Harvey Merson is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Material Changes

On July 28, 2010, the United State Securities and Exchange Commission (SEC) published "Amendments to Form ADV" which amends the disclosure document that I provide to my clients as required by SEC rules. This Brochure dated March 30, 2011 is a new document prepared according to the SEC's new requirements and rules. As such, this document is materially different in structure and requires certain new information that my previous Brochure did not require.

In the future, this page will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. I will also reference the date of my last annual update of my Brochure.

Pursuant to new SEC rules, you will receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of my fiscal year. My fiscal year ends on December 31st.

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Advisory Business

Form ADV Part 2A, Item 4

I have been providing investment advisory services since 1985. My services are designed around planning for an individual's investment and financial needs. The process includes helping you accumulate assets towards your retirement, the distribution of income during retirement, college planning for your children and grandchildren, budgeting and tax planning. When appropriate, other areas of concern that I will address will include reviewing your will, beneficiary designations and general estate planning issues. Through personal discussions in which your financial goals and objectives are identified, I will develop an investment profile and create and manage a portfolio accordingly.

I will allocate your assets among various investments using a portfolio of no load mutual funds in a manner consistent with your investment objectives. The mutual funds will be selected on the basis of any or all of the following criteria; fund's performance history, industry sector(s) in which the fund invests, track record of the fund's manager, the fund's investment objectives and fees. Portfolio weighting between funds will be determined by your individual needs and circumstances. You will retain individual ownership of all securities. Among the no load mutual funds that may be recommended are a series of funds offered by MH Elite Portfolio of Funds, Inc. of which I maintain an ownership interest in the investment advisor to the Funds. I am also the President of MH Elite Portfolio of Funds, Inc. and serve as the Fund's Portfolio Manager. These funds will be recommended to you only when it is determined to be an appropriate investment towards meeting your financial objectives.

In addition to mutual funds I may also recommend exchange trade funds, money market funds and cash reserves to be held in bank accounts. My advisory services include evaluating your insurance needs. As a licensed agent, I will review your life, health and long term care insurance policies and make recommendations based on a needs analysis. I may also recommend fixed annuities as part of your overall investment when safety of principal and/or a guaranteed income is desirable.

Each individual has their own financial expectations and goals. I will assist you in reaching your financial goals by designing a plan of action that will be consistent with your risk tolerance and investor profile. Investor behavior is a very important part of the overall investment plan. It is my job to make sure your expectations are realistic and obtainable considering your assets and income. I will help you keep on track towards meeting your financial needs. You may exercise your right to use other sources to meet your financial goals. For example, you may want to invest in individual stocks and not mutual funds. Although I do not recommend the purchase of individual stocks to clients, I can suggest how to open an account that would allow you to purchase individual securities but that I would not be an adviser on that account and I would not be compensated for those purchases.

I do not participate in any wrap fee programs.

Assets are managed on a non-discretionary basis. Your approval is required before I will make any changes in your accounts. As of March 30, 2011, I manage \$24,500,000.

Fees and Compensation

Form ADV Part 2A, Item 5

My compensation is based on a combination of fees and/or commissions. My fees are based on assets under management and/or a flat fee. I am paid a commission for the sale of life insurance, long term care insurance and annuities by the insurance company issuing the policy.

If I recommend you invest with FTJ FundChoice for the purchasing of mutual funds you will be assessed an annual fee based as a percentage of assets held within your FTJ FundChoice account. The annual fee will range from 1% to 1.25% of assets and is deducted from your account on a prorated monthly basis. Based on your individual needs, an annual flat fee may also be charged. This fee will be billed 50% in March and 50% in September for each year an investment advisory agreement is in force. Fee is negotiable and is based on your investment and behavioral management needs and will be determined at the time we enter into an investment advisory agreement. Flat fees can range from \$250 to \$5000 annually.

All fees paid to me for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. You could invest in a mutual fund directly, without my services. In that case, you would not receive my services which are designed, among other things, to assist you in determining which mutual fund or funds are most appropriate to your financial circumstances. Accordingly, you should review both the fees charged by the fund(s) and the fees I charge to fully understand the total amount of fees you will pay in evaluating the advisory services I am providing. There are no brokerage or other transaction costs involved with investing with FTJ FundChoice or MH Elite Portfolio of Funds, Inc.

If you are charged a flat fee for my services, you may elect to pay the annual amount with your March billing. A refund will be paid on a prorated basis should you decide to terminate our agreement before the end of the billing period. To obtain a refund you must terminate our agreement with a written notice you no longer wish to engage my services.

I recommend only no load funds, including the series of no load funds offered by MH Elite Portfolio of Funds, Inc. MH Investment Management Inc. is the investment adviser to the investment company, MH Elite Portfolio of Funds, Inc. As President and Portfolio Manager I am not compensated by MH Elite Portfolio of Funds, Inc. but I am compensated by MH Investment Management Inc. I am 50% co-owner of the advisory firm. MH Investment Management Inc. is responsible for all expenses related to the operation of the Fund Company under an investment advisory and administrative agreement between the adviser and investment company. Due to a potential conflict of interest, I do not count the assets you have invested with MH Elite Funds when calculating my asset based fees. You will pay similar fees whether you invest in mutual funds with FTJ FundChoice or MH Elite.

FTJ FundChoice will deduct an asset based fee monthly from which I am compensated. MH Elite Funds deduct their expense ratio in calculating the Fund's NAV (net asset value) and pays the adviser monthly. From this expense ratio collected by the adviser, the adviser pays all the operating expenses of the investment company and then compensates its owners, including myself.

You are not required to invest with MH Elite Funds. Monies not invested with MH Elite will be counted in calculating your asset based fee as described above. Monies invested with MH Elite are not counted in the fee calculation. There is no monetary incentive to me in recommending MH Elite Funds versus investing with funds directly or through another brokerage or advisory service. You have the option to purchase funds through other brokers or agents that are not affiliated with me. For example, I can recommend and manage a portfolio of funds held at FTJ FundChoice, Charles Schwab, Fidelity, TD Ameritrade and Vanguard.

My primary source of revenue comes from the compensation I receive in the form of fees from the sale of no load mutual funds.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

I do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Types of Clients

Form ADV Part 2A, Item 7

I provide advisory and portfolio management services to individuals and their families and to small business owners, including the self employed. I do not require a minimum account size.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

Investing in mutual funds involves risk of loss that you should be prepared to bear.

The selection of funds you will invest in will be based on an asset allocation designed to meet your investment objectives and risk tolerance. I will be recommending a broadly diversified mix of asset classes that will include large, mid and small cap stocks representing the U.S. equities market, international and emerging markets. Other asset classes for consideration include natural resources, precious metals, real estate, commodities, bonds and cash.

There are a number of factors that will impact the performance of the funds. The value of your investment(s) will fluctuate in response to changes in market conditions and economic, political and financial developments worldwide. Other factors that could impact performance include fluctuations in interest rates and foreign currencies, credit risk, issuer risk, types and maturities of securities, lack of liquidity and the portfolio selection process adhered to by the individual fund managers. Investing in small cap stock funds has been riskier than investing in funds that concentrate on mid and large cap stocks. Stock prices of small cap companies tend to be more volatile than mid and large cap companies with sharper price movements in both up and down markets. Funds employ their own investment styles that may not be consistent with the client's objectives. Investing in international and emerging markets may be more volatile than investing in the U.S. market. Funds may employ hedging strategies which could allow them to profit during market declines as well as sustain losses when the market is rising.

I will review and evaluate funds based on their investment style, policies and past performance. The portfolio manager's tenure and experience, the size of a fund, expenses, portfolio composition, sector weightings, fund overlap and types of shareholder services are other factors considered when recommending a particular fund.

There are no assurances that your investment objectives will be reached by investing in the recommended portfolio.

Disciplinary Information

Form ADV Part 2A, Item 9

I am required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of my integrity and services.

I have not been involved in or the subject of any criminal or civil action.

I am not involved in any pending criminal proceeding that involves an investment related business.

I am not the subject of any administrative proceeding before the SEC, federal or state regulatory agency.

I have not been involved in any violation of an investment related statute or regulation.

There are no legal or disciplinary events to report that would be material to your evaluation of my services or that would reflect on my integrity to perform advisory services.

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

In addition to my advisory relationship with my clients, I am also co-owner of the investment advisory firm, MH Investment Management Inc.

MH Investment Management Inc. (MHIM) is an advisor to the investment company, MH Elite Portfolio of Funds, Inc. I am President and Portfolio Manager of the MH Elite Series of Funds, open end no load mutual funds. MH Elite Funds will be recommended to my clients whose needs and objectives are suitable and consistent with the investment objectives of the individual funds.

As a 50% co-owner of MHIM I will potentially share in the fees collected by MHIM from MH Elite Portfolio of Funds. The Fund compensates MHIM 1% per year of assets for its advisory services to the Small Cap Fund of Funds and Fund of Funds portfolios. MHIM receives 1.75% per year of assets for advisory services to the Select Portfolio of Funds. Advisory fees received by MHIM are used to cover the operating expenses of the Fund family before being available compensation to owners.

Myself or individuals associated with MHIM may buy or sell securities identical to those recommended to customers for their personal accounts.

The following restrictions have been established to disclose potential conflicts of interest.

1. A director, officer or employee of MHIM and I shall not buy or sell securities for our personal portfolios where the decision is substantially derived, in whole or in part, by reason of employment unless the information is also available to the investing public. No one, including myself and employees, directors and officers of MHIM shall prefer their interest to that of the advisory client.
2. All clients are informed that I may receive separate compensation when selling insurance products to my clients.
3. I acknowledge the unrestrictive right of the client to decline to implement any advice rendered.
4. I acknowledge the unrestricted right of the client to select and/or change any broker, dealer and/or insurance company.
5. I require that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Form ADV Part 2A, Item 11

Under my Code of Ethics policy I owe a fiduciary duty to my clients and must place your interests ahead of my own. I ensure you that I conduct my business with the highest level of ethical standards. Due to the potential conflicts of interest disclosed in this brochure, I will not allow those conflicts to interfere with the recommendations I may propose while performing my duties as your investment adviser.

I will not employ any device or scheme to defraud, make any misleading or untrue statement of material fact, engage in any fraudulent or deceitful act or practice or engage in any manipulative practices.

I honor the confidentiality of your information and will not share or sell this information to any third parties. Your personal information will only be used in conjunction with completing the appropriate applications.

I am also a shareholder of MH Elite Portfolio of Funds, Inc. and have aligned my interests with the interests of my clients and fellow shareholders.

I will provide a copy of my code of ethics to any client or prospective client upon request.

Brokerage Practices

Form ADV Part 2A, Item 12

As I use mutual funds as my investment vehicle of choice, the selection of a broker-dealer or third party used to hold the funds is a matter of convenience and availability of funds offered. My primary vehicles of choice are MH Elite Portfolio of Funds, which employs a fund of funds investment strategy, and FTJ FundChoice which offers an extensive array of fund families. You have the right to open an account with other service providers including, but not limited to, Charles Schwab, TD Ameritrade and Fidelity. You also have the option of investing with the mutual funds directly. My compensation/fee arrangement is not based on which service provider you select. Other than MH Elite, you may be assessed an annual maintenance fee or transaction fee(s) by the other service providers.

I do not participate in any soft dollar arrangements whereby I would receive any research or other products or services other than execution from a broker-dealer or a third party in connection with your securities transactions

Review of Accounts

Form ADV Part 2A, Item 13

I am responsible for reviewing your accounts. Depending on the level of service you desire, face to face meetings are scheduled as needed or requested, whereby asset allocation, returns and fund styles are reviewed, evaluated and updated. You can request a meeting at any time. For most clients, semi or annual meetings are sufficient. Factors that may necessitate a review would include a change in job, a divorce, an inheritance, retirement or any financial and insurance concern that may arise.

Most service providers will mail quarterly statements and/or provide electronic delivery. Mutual fund account balances are available on a daily basis by logging into you account(s) online. Insurance companies provide annual statements for life insurance and annuity policies.

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

I do not receive any other forms of compensation and I do not compensate anyone for client referrals.

Custody

Form ADV Part 2A, Item 15

I do not have custody of your assets. You will only receive quarterly statements from the custodians that hold and maintain your investment assets. You should carefully review your statements for accuracy.

Investment Discretion

Form ADV Part 2A, Item 16

I do not have discretionary authority to manage your accounts. I will get your approval before making any changes in your account(s).

Voting Client Securities

Form ADV Part 2A, Item 17

I do not have authority to vote client securities. You will receive proxies or other solicitations directly from your custodian or transfer agent. It is your responsibility to complete the proxy and cast your vote. You may contact me with any questions about a particular solicitation.

Financial Information

Form ADV Part 2A, Item 18

Advisors who require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance are required to include a balance sheet for their most recent fiscal year. In addition, advisers with discretionary authority or custody of client funds or securities are also required to disclose any financial condition that is reasonably likely to impair their ability to meet contractual commitments to clients.

As I do not meet the above requirements, I am not providing any additional financial information and, furthermore, I do not have any financial commitment that would impair my ability to meet my fiduciary commitments to you, the client. I also have not been the subject of a bankruptcy proceeding.