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DIVISION OF CORPORATION

J. BRYAN AUG 25 2004

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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MTL Real Estate Investments, LLC

- 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 _____
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- Corp Record Search _____
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- Fictitious Search _____
- Fictitious Owner Search _____
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Name Date Time

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ARTICLES OF ORGANIZATION

OF

MTL REAL ESTATE INVESTMENTS, LLC

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

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ARTICLE I

NAME

The name of this limited liability company is "MTL REAL ESTATE INVESTMENTS, LLC," referred to in these Articles of Organization as the "Company."

ARTICLE II

**PRINCIPAL OFFICE, MAILING ADDRESS AND
REGISTERED AGENT**

The mailing address of the Company is 1435-A Collingswood Blvd., Port Charlotte, Florida 33948, and the principal office of the Company is the same. The Company's registered agent Your Capital Connection, Inc., 417 East Virginia Street - #1, Tallahassee, Florida 32301, which office also serves as the Company's registered office.

ARTICLE III

EFFECTIVE DATE OF EXISTENCE/DURATION

The existence of the Company shall commence as of the filing of these Articles with the Department of State. The duration of the Company shall thereafter be perpetual.

ARTICLE IV

PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law, and may use those powers to any lawful purpose.

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ARTICLE V

MANAGEMENT BY MEMBERS

The Company shall be managed by its members.

ARTICLE VI

ADMISSION OF NEW MEMBERS

The Company may admit new members by the unanimous consent of the members or as otherwise provided in its Operating Agreement.

ARTICLE VII

AMENDMENTS

These Articles of Organization may be amended as provided in the Company's Operating Agreement.

ARTICLE VIII

SUBSCRIBER

The name and address of the person signing these Articles of Organization, who is an authorized representative of the Company, is:

Name


Address

LANCE K. POULSEN

1435-A Collingswood Blvd.
Port Charlotte, FL 33948

EXECUTED on August 24, 2004.

WITNESSES:


NICOLLE M. SMITH

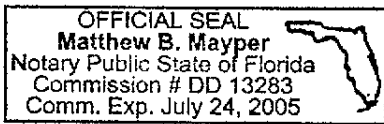

LANCE K. POULSEN

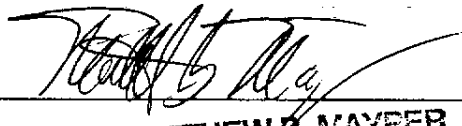
SUBSCRIBER

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on 8/24, 2004, by
LANCE K. POULSEN, who is personally known to me or has produced
FL. Driver License #P425-531-43-225-0 as identification.





(Name **MATTHEW B. MAYPER**)
Notary Public
Serial Number (if any) _____
Commission Expiration Date _____

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees, as registered agent, to accept service of process on behalf of the Company. The undersigned is familiar with and accepts all of the obligations of a registered agent of a Florida limited liability company.

Stacey Leggett
Name: Stacey Leggett for Your Capital Connection

324297

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