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SECRETARY OF STATE
OF AMASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE Ken Detzner Secretary of State

January 8, 2003

RICHARD L. WHITSITT CPA 2454 PRETTY BAYOU BLVD. PANAMA CITY, FL 32406

SUBJECT: MTM MARKETING, INC. Ref. Number: W0300000648

We have received your document for MTM MARKETING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan Document Specialist New Filing Section

Letter Number: 503A00001050

ARTICLES OF INCORPORATION OF MTM DISTRIBUTING, INC.

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FILED

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is MTM DISTRIBUTING, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of business to be conducted by this corporation shall be the wholesale distribution of retail goods; however, the corporation shall also have power to do all things that now are or may hereafter be allowed to corporations by the laws of Florida even though the existing law may hereafter be repealed.

ARTICLE III DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue five hundred thousand shares (500,000) of Common stock, each having the par value of one cent (\$0.01) per share.

ARTICLE V ... PRINCIPAL OFFICE

The initial street address of the principal office of this corporation is to be:

4205 Delen Drive Panama City, FL 32404

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2454 Pretty Bayou Blvd, Panama City, Bay County, Florida 32405, and the name of the initial registered agent of this corporation at that address is Richard L. Whitsitt.

ARTICLE VII BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one or _____ more than five.

The name and address of the initial director of this _____ corporation is:

Martin H. Murdock 4205 Delen Drive Panama City, FL 32404

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Martin H. Murdock, 4205 Delen Drive, Panama City, FL 32404.

ARTICLE IX AMENDMENT OF ARTICLES

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, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3/3 day of January, 2003.

Alafalla (SEAL)
lartin H. Murdock, Incorporator

STATE OF FLORIDA COUNTY OF BAY

BEFORE ME personally appeared Martin H. Murdock, who provided his Florida drivers license as identification, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and after first being duly sworn and cautioned, states that he has read the foregoing and that he executed the same for the purposes therein expressed.

Richard L. Whitsitt, NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR

MTM DISTRIBUTING, INC.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

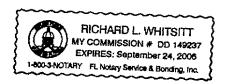
That, MTM DISTRIBUTING, INC., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 4205 Delen Drive, Panama City, Bay County, Florida 32404 has named Richard L. Whitsitt, whose address is 2454 Pretty Bayou Blvd, Panama City, Bay County, Florida 32405, as its agent to accept service of process within Florida.

Dated this 31 day of January, 2003.

STATE OF FLORIDA COUNTY OF BAY

BEFORE ME personally appeared Martin H. Murdock, who provided his Florida drivers license. as identification, who, after first being duly sworn and cautioned, states that he has read the foregoing and that it is true and correct to the best of his knowledge and belief and that he is signing the same as Director of MTM DISTRIBUTING INC.

Whitsitt, NOTARY PUBLIC



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF MTM DISTRIBUTING, INC.

The undersigned employee of MTM DISTRIBUTING, INC., a corporation organized under the laws of the state of Florida, and having his principal place of business at 2454 Pretty Bayou Blvd, Panama City, Bay County, Florida 32405, on behalf of MTM DISTRIBUTING INC., hereby accepts the designation by himself as the registered agent pursuant to Chapter 60, Florida Statutes.

Dated this 3/ day of January, 2003.

Richard L. Whitsitt
2454 Pretty Bayou Blvd
Panama City, FL 32405

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STATE OF FLORIDA COUNTY OF BAY

The foregoing instrument was acknowledged before me this day of January, 2003, by Richard L. Whitsitt, who produced his Florida drivers license as identification, and who acknowledged that he executed the same for the purpose herein expressed.

NOTARY PUBLIC

