

F00000000357

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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-01/14/00--01037--001
*****70.00 *****70.00

Corporation(s) Name

MTF Corporation

W0000001246

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait
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Name Availability: _____
Document Examiner: _____
Updater: _____
Verifier: _____
Acknowledgement: _____
W.P. Verifier: _____

JAN 14

Please Return Extra
Copies File Stamped
To:
Melanie Strickland

Thank You!

00 JAN 14 AM 11:2
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



myc
1/14/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 14, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: MTF CORPORATION
Ref. Number: W00000001246

RECEIVED
00 JAN 20 AM 11:12
DET. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 JAN 14 PM 4:18
DIVISION OF CORPORATIONS
SECRETARY OF STATE

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

Please note that we have RETAINED your \$70.00 payment.,

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return 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) 487-6914.

To: Buck Kohr
Corporate Specialist

Letter Number: 400A00002144

From: Melanie
1-20-00

Please back date
this filing to:
1-14-00

Thank-you
M.S.

RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 14 PM 4:18

I, the undersigned EDUARDO L. HERNANDEZ, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____
MTF CORPORATION
(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE
was duly adopted on JANUARY 18, 2000.

Be it resolved, that MTF CORPORATION
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name
MTF MANAGEMENT CORPORATION for use in Florida.

Dated: January 18, 2000


Signature of either Chairman, Vice Chairman or any officer
Vice President and Secretary

EDUARDO L. HERNANDEZ

Type or print Name

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. MTF CORPORATION
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 52-2077748
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 20, 1998 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 3, 2000
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. c/o Finser Corporation
550 Biltmore Way, Suite 900, Coral Gables, Florida 33134
(Current mailing address)
8. purchase, sale or lease of aircraft
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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.

C T CORPORATION SYSTEM

Vicky Goldstein
(Registered agent's signature) (Officer)

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: William T. Keon, III
Address: 550 Biltmore Way, Suite 900
Coral Gables, FL 33134

Vice Chairman: _____
Address: _____

Director: Eduardo L. Hernandez
Address: 550 Biltmore Way, Suite 900
Coral Gables, FL 33134

Director: Jose Misrahi
Address: 550 Biltmore Way, Suite 900
Coral Gables, FL 33134

B. OFFICERS

President: William T. Keon, III
Address: 550 Biltmore Way, Suite 900
Coral Gables, FL 33134

Vice President: Eduardo L. Hernandez
Address: 550 Biltmore Way, Suite 900
Coral Gables, FL 33134

Secretary: Eduardo L. Hernandez
Address: 550 Biltmore Way, Suite 900
Coral Gables, FL 33134

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Treasurer: Jose Misrahi

Address: 550 Biltmore Way, Suite 900

Coral Gables, FL 33134

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Eduardo L. Hernandez, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

FILED
CLERK OF COURTS
JAN 14 PM 4:18

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MTF CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JANUARY A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
STATE
CORPORATIONS
DIVISION
JAN 10 4 18 PM '00



Edward J. Freel

Edward J. Freel, Secretary of State

2848105 8300

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AUTHENTICATION:

0186366

DATE:

01-07-00