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(Requestor's Name)

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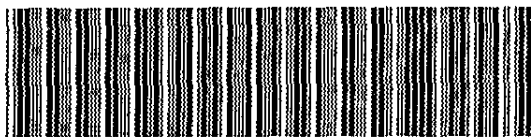
(Business Entity Name)

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THE LAW OFFICES OF
HOWARD S. WEINSTEIN, P.A.
Turnberry Plaza, 2875 N.E. 191st Street, Suite 304
Aventura, FL 33180-2806
Telephone: (305) 932-7171 • Facsimile: (305) 935-4470
Internet: Lawyercivl@aol.com

May 22, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: MTB, LLC
Articles of Organization

Dear Sir/Madam:

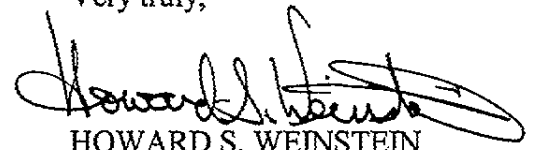
Enclosed herewith please find the following documents for filing with your division in order to initiate a Corporation.:

1. Articles of Organization;
2. Acceptance of Registered Agent;
3. Check in the amount of \$125.00 for the filing fee and Designation of Registered Agent;
4. Conformed Copy of the foregoing.

Kindly file the originals in the public records and forward the conformed copy bearing your organization's time stamp to my attention in the postage paid pre-addressed envelope provided.

I thank you in advance for your assistance in this matter. Should you have any questions or concerns please call the undersigned.

Very truly,


HOWARD S. WEINSTEIN
For The Firm

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TALLAHASSEE, FL 32314

**ARTICLES OF ORGANIZATION
OF
MTB, LLC**

THE UNDERSIGNED, two or more persons hereby form a Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608 and adopt as the Articles of Organization of such Limited Liability Company the following:

ARTICLE I

NAME

The name of this Limited Liability Company is:

MTB, LLC

ARTICLE II

PERIOD OF DURATION

The period of duration of this Limited Liability Company shall be perpetual from the date of filing these Articles with the Department of State of Florida, unless sooner dissolved as provided by statute or by agreement of the members.

ARTICLE III

ADDRESS

The mailing address and street address of the principal office of the company shall be:

2750 NE 183 St., #408
Aventura, FL 33160

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

HOWARD S. WEINSTEIN, Esq.
2875 NE 191st St., Suite #304
Aventura, FL 33180

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ARTICLE V

CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company as is determined by the Members.

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the consent of a majority of the members.

ARTICLE VII

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the prior written consent of a majority of the members of the company and on such terms and conditions as shall be determined by a majority of the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless a majority of the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by the written consent of a majority of the members.

ARTICLE VIII

RIGHT TO CONTINUE CONDUCT OF BUSINESS TO PERPETUITY

In the event that any one or more members should die, retire, resign, file for bankruptcy, suffer expulsion by the majority vote of members, be dissolved by administrative dissolution or any other event that may terminate the continued membership of a member in this Limited Liability Company the remaining member(s) of the company have the right to continue conduct and operation of the business for perpetuity. If the remaining member(s) wish to continue the business, then the remaining member(s) shall pay the terminated member a fair market value for his share of the business as same may be determined by a mutually determined person or company that is qualified to appraise businesses.

ARTICLE IX

TERMINATION OF EXISTENCE

The company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, except however, the business of the company may be continued by the consent of a majority of the remaining members in accordance with the provisions of paragraph VIII hereof and/or any other subsequent agreement(s) formulated between the members.

ARTICLE X

MANAGEMENT

The company shall be managed initially by the members and/or those officers elected by the majority vote of the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization.

The names and address of the members of the company are:

SALVATORE SIRAGUSA
Member/President

2750 ne 183 St., Apt. #408
Aventura, FL 33160

GINO APRILE
Member/Vice President

231 174th St., Apt. #602
Aventura, FL 33160

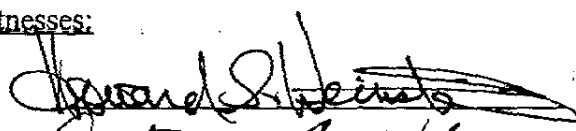
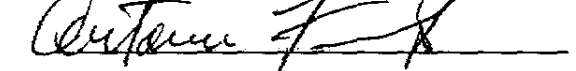
Until or unless the members decide otherwise in a writing subsequent to these Articles of Organization, the management of the day to day operations of the company shall be by member, SALVATORE SIRAGUSA more particularly, the President of said company.

IN WITNESS WHEREOF, the undersigned organizers and members have made and subscribed these Articles of Organization at Aventura, Florida, on this 22nd day of May, 2003.

MTB, L.L.C.


BY: SALVATORE SIRAGUSA
ITS: President

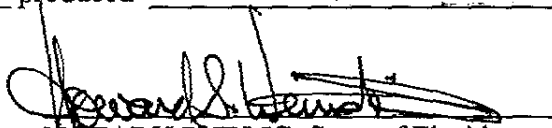
Witnesses:

STATE OF FLORIDA

COUNTY OF Miami-Dade

Sworn to (or affirmed) and subscribed before me this 22nd day of May 2003, by, SALVATORE SIRAGUSA, President of MTB, LLC who ✓ is personally known to me, or _____ produced _____ as identification.



NOTARY PUBLIC, State of Florida

My Commission Expires:

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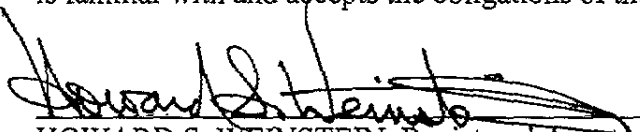
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ACCEPTANCE OF REGISTERED AGENT FOR
MTB, LLC

The undersigned, being the person named in the Articles of Organization of MTB, LLC, as the Registered Agent of the foregoing Limited Liability Company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity.

The undersigned states that he is familiar with and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as Registered Agent, and is familiar with and accepts the obligations of the position of Registered Agent.


HOWARD S. WEINSTEIN, Registered Agent

DATED: 5/22/03

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TALLAHASSEE, FLORIDA