

P00000082495

August 24, 2000

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sirs:

Please record the Articles of M & T SYSTEMS ENGINEERING,  
INC. as attached and return the verification of the  
recorded articles to:

700003374847--9  
-08/28/00--01095--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Glenn R. Luisi Accountant, P.A.  
104 Prestwood Lane  
 Mooresville, NC 28117

Attached is my check # 1081 for \$70.00 for the recording  
fee.

Very Truly Yours,

  
-----  
Glenn R. Luisi

FILED  
00 AUG 28 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
8-31

GLENN R. LUISI ACCOUNTANT P.A.

104 PRESTWOOD LANE, MOORESVILLE, NC 28117, PHONE/FAX (704) 895-0626, TOLL FREE (800) 854-1099

ARTICLES OF INCORPORATION  
OF  
M & T SYSTEMS ENGINEERING, INC.

The undersigned; for the purpose of forming a corporation  
under the FLORIDA GENERAL CORPORATION ACT hereby adopts  
the following Articles of Incorporation:

ARTICLE ONE  
NAME & PRINCIPAL ADDRESS  
-----

The name of the corporation is  
M & T SYSTEMS ENGINEERING, INC.  
The initial address is 23317 LAGO MAR CIRCLE  
BOCA RATON, FL 33433

ARTICLE TWO  
DURATION  
-----

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE  
-----

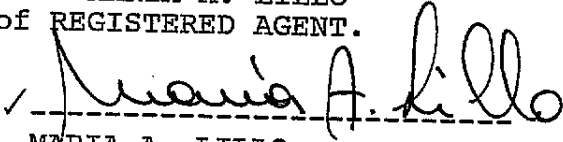
The corporation may transact any and all lawful business for  
which corporations may be incorporated under the Laws of the  
STATE OF FLORIDA.

ARTICLE FOUR  
CAPITAL STOCK  
-----

The maximum number of shares which the corporation has  
authority to issue is 1000, all which shall be common  
shares with a \$1.00 par value.

ARTICLE FIVE  
REGISTERED OFFICE  
-----

The street address of the initial registered office  
of the corporation shall be 23317 LAGO MAR CIRCLE  
BOCA RATON, FL 33433 and the name of the initial  
registered agent at such address is MARIA A. LILLO  
I do hereby accept the position of REGISTERED AGENT.

  
-----  
MARIA A. LILLO  
Registered Agent

ARTICLE SIX  
PRE-EMPTIVE RIGHTS  
-----

The shareholders shall have Pre-emptive Rights.

FILED  
00 AUG 28 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE SEVEN  
DIRECTORS  
-----

7.01 The Board of Directors of the corporation shall consist of at least one member.

7.02 The name and address of the initial Director of the Board:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
TROTZKI LILLO	23317 LAGO MAR CIRCLE BOCA RATON, FL 33433	PRESIDENT
MARIA A. LILLO	23317 LAGO MAR CIRCLE BOCA RATON, FL 33433	TREASURER

ARTICLE EIGHT  
INCORPORATOR  
-----

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
MARIA A. LILLO	23317 LAGO MAR CIRCLE BOCA RATON, FL 33433

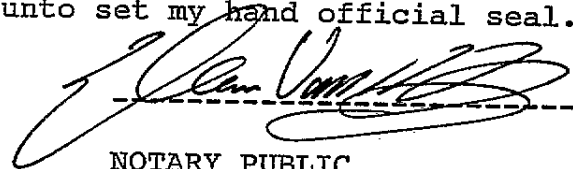
IN WITNESS WHEREOF, I have subscribed my name this  
of August, 2000

  
-----  
MARIA A. LILLO  
Incorporator

STATE OF FLORIDA :  
:SS  
COUNTY OF PALM BEACH :

On this 21 day of August, 2000, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MARIA A. LILLO known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand official seal.

  
-----  
NOTARY PUBLIC  
STATE OF Florida.

MY COMMISSION EXPIRES:

1/13/04

EDWIN VASQUEZ  
Notary Public - State of Florida  
My Commission Expires Jan 13, 2004  
Commission # CC 901781

FILED  
00 AUG 28 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA