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Charles G. Masters
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St. Petersburg, FL 33710

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October 9, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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Re: MTM ACQUISITION CORP.

Dear Madam/Sir:

EFFECTIVE DATE
10/09/00

As the incorporator of MTM Acquisition Corp., I am forwarding an original and one copy of its Articles of Incorporation, together with my check in the amount of \$78.75 in payment of the following charges, the amount of which was determined from your web site this date.

1.	Fee for filing Articles of Incorporation	\$35.00
2.	Fee for obtaining certified copy	8.75
3.	Fee for Filing certificate designating Registered Agent	<u>35.00</u>
	Total	\$78.75

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter. If you have any questions, or if there is any additional charge please call me directly.

Sincerely,

C.G. Masters

Charles G. Masters

Enclosures

FILED
00 OCT 12 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Per 10/13/00

ARTICLES OF INCORPORATION
OF
MTM ACQUISITION CORP.

FILED

00 OCT 12 PM 3:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name And Principal Office

EFFECTIVE DATE

10/09/00

The name of this corporation is MTM Acquisition Corp., and its principal office and mailing address is 3400 82nd Way North, St. Petersburg, Florida 33710.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on October 9, 2000.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 20 million shares of common stock, each with a par value of \$0.001(the "Common Stock"), and 10 million shares of preferred stock, each with a par value of \$0.01(the "Preferred Stock"). Each share of issued and outstanding share of Common Stock shall entitle the holder thereof to one vote on each matter with

respect to which shareholders have the right to vote, to fully participate in all shareholder meetings, and to share ratably in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to issuance of any shares thereof, by some distinguishing letter, number or title. All shares of each series of Preferred Stock shall be alike in every particular and of equal rank, have the same powers, preferences and rights and be subject to the same qualifications, limitations and restrictions, without distinction between the shares of different series thereof, except in regard to the following particulars, which may be different as to different series:

- (a) the annual rate of dividends payable and the dates from which such dividends may commence to accrue, if at all;
- (b) the amount payable upon a share redemption and the manner in which shares of a particular series may be redeemed;
- (c) the amount payable upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation;
- (d) the provision of any sinking fund established with respect to the shares of the series;
- (e) the terms and rates of conversion or exchange, if shares of a series are convertible or exchangeable; and

- (f) the provision as to voting rights, if any, provided that the shares of any series of Preferred Stock having voting power shall not have more than one vote per share.

Before any shares of a particular series of Preferred Stock are issued, the designation of such shares and its terms in respect to the foregoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificate for such series. The Board of Directors may increase the number of such shares by providing that any unissued shares of Preferred Stock shall constitute part of such series, or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Preferred Stock already created by providing that any unissued shares previously assigned to such series shall no longer constitute a part thereof. The Board of Directors is hereby empowered to classify or reclassify any unissued shares of Preferred Stock by fixing or altering the terms thereof in respect to the above referenced particulars and by assigning the same to an existing or newly established series from time to time before the issuance of such shares.

The holders of shares of each series shall be entitled to receive, out of any funds legally available therefor, when and as declared by the Board of Directors, cash dividends at such rate per annum as shall be fixed by resolution of the Board of Directors for such series, payable periodically on the dates fixed by the Board of Directors for such series. Such dividends may be cumulative or non-cumulative, deemed to accrue from day to day regardless of whether or not earned or declared, and

may commence to accrue on each share of Preferred Stock from such date or dates, all as may be determined and stated by the Board of Directors prior to the issuance thereof. The corporation shall make dividend payments ratably upon all outstanding shares of Preferred Stock in proportion to the amount of dividends accrued thereon to the date of such dividend payment, if any.

As long as any shares of Preferred Stock shall remain outstanding, no dividend (other than a dividend payable in shares ranking junior to such Preferred Stock with respect to the payment of dividends or liquidating assets) shall be declared or paid upon, nor shall any distribution be made or ordered in respect of, shares of the Common Stock or any other class of shares ranking junior to the shares of such Preferred Stock as to the payment of dividends or liquidating assets) to be set aside for or applied to the purpose or redemption (through a sinking fund or otherwise) of shares of the Common Stock or of any other class of shares ranking junior to the shares of such Preferred Stock as to the payment of dividends or liquidating assets, nor shall any monies (other than the net proceeds received from the sale of shares ranking junior to the shares of such Preferred Stock as to the payments of dividends or liquidating assets) be set aside for or applied to the purchase or redemption (through a sinking fund or otherwise) of shares of the Common Stock or any other class of shares ranking junior to the shares of such Preferred Stock as to the payments of dividends or liquidating assets unless:

- (a) all dividends on the shares of Preferred Stock of all series for past dividend periods shall have been paid and the full dividend on all outstanding shares of Preferred Stock of all series for the then current

dividend period shall have been paid or declared and set apart for payment; and

- (b) the corporation shall have set aside all amounts, if any, required to be set aside as and for sinking funds, if any, for the share of Preferred Stock of all series for the then current year, and all defaults, if any, in complying with any such sinking fund requirements in respect to the previous years shall have been cured.

The corporation, at the option of the Board of Directors, may at any time redeem the whole, or from time to time any part, of any series of Preferred Stock, subject to such limitations as may be adopted by the Board authorizing the issuance of such shares, by paying therefor in cash the amount which shall have been determined by the Board of Directors, in the resolution authorizing such series, to be payable upon the redemption of such shares at such time. Redemption may be made of the whole or any part of the outstanding shares of any one or more series, in the discretion of the Board of Directors; but if the redemption shall be effected only with respect to a part of the series, the shares to be redeemed may be selected by lot, or all of the shares of such may be redeemed pro rata, in such manner s may be prescribed by resolution of the Board of Directors.

Subject to the foregoing provisions and to any qualifications, limitations, or restrictions applicable to any particular series of Preferred Stock which may be stated in the resolution providing for the issuance of such series, the Board of Directors shall have authority to prescribe from time to time the manner in which any series of Preferred Stock shall be redeemed.

Upon any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the shares of Preferred Stock of each series shall be entitled before any distribution shall be made with respect to shares of Common Stock or any other class of shares junior to the shares of Preferred Stock as to the payment of dividends of liquidating assets, to paid the full preferential amount fixed by the Board of Directors for such series as herein authorized; but the shares of Preferred Stock shall not be entitled to any further payment and any remaining assets shall be distributed ratably to all outstanding shares of Common Stock. If upon such liquidation or dissolution of the corporation, whether voluntary or involuntary, the net assets of the corporation shall be insufficient to permit the payment to all outstanding shares of Preferred Stock of all series of the preferential amounts to which they are respectively entitled, the entire net assets of the corporation shall be distributed ratably to all outstanding shares of Preferred Stock in proportion to the full preferential amounts to which each such share is entitled. Neither a consolidation not a merger of the corporation with or into any other entity nor the sale of all or substantially all of the assets of the corporation shall be deemed to be a liquidation or dissolution within the meaning of this paragraph.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 3400 82nd Way North, St. Petersburg, Florida 33710, and the initial registered agent of the corporation is Charles G. Masters.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Charles G. Masters

3400 82nd Way North

St. Petersburg, Florida 33710

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If the criteria set forth in Section 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation may indemnify any director, officer or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by Section 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 9th day of October, 2000.



Charles G. Masters

CERTIFICATE DESIGNATING

REGISTERED AGENT

FILED

00 OCT 12 PM 3: 06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 48.091 and 607.0501, Florida Statutes, MTM ACQUISITION CORP., desiring to organize under the laws of the State of Florida, hereby designates Charles G. Masters, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 3400 82nd Way North, St. Petersburg, Florida 33710, the office of the Registered Agent, as its Registered Office.

MTM ACQUISITION CORP.

By 
Charles G. Masters, Incorporator

ACKNOWLEDGEMENT

I hereby accept my appointment as Registered agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of Sections 48.091 and 607.0505, Florida Statutes.


Charles G. Masters