

Charter Number Only

VALIDATION ONLY

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*****78.75 *****78.75

CORPORATION(S) NAME



Empire Toll Free: 1-800-432-3028

MTB & COMPANY INC.

*Comm. with
from Empire
Gave to add VP
as VP
Called Bobbie
D.K. Nancy
10/17*

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Call If Problem | <input type="checkbox"/> Mail |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |

Name
Availability
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Examiner
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W.P. Verifier

Cost Copy

00 OCT 17 PM 12:50
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
OCT 17 AM 10:08

ARTICLES OF INCORPORATION OF:

MTB & COMPANY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be: MTB & COMPANY, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share. The corporation will begin business with one Hundred Dollars (\$100.00).

ARTICLE IV. ADDRESS

The street address and the mailing address of the initial registered office and principal address of the corporation shall be:

Street Address: 911 SW 12th Ct., Deerfield Beach, FL 33441

Mailing Address: 911 SW 12th Ct., Deerfield Beach, FL 33441

and the name and address of the initial registered agent of the corporation is:

MARTI SHATER, 911 SW 12th Ct., Deerfield Beach, FL 33441

The Principal Office is the same as the Registered Office.

FILED
OCT 17 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V. EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

MARTI SHATER, 911 SW 12th Ct., Deerfield Beach, FL 33441

ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

President: MARTI SHATER, 911 SW 12th Ct., Deerfield Beach, FL 33441
Officer: William R. Cooper, 1010 SE 6th Street, Deerfield Beach, FL 33441
VICE President


ARTICLE X. SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

MARTI SHATER, 911 SW 12th Ct., Deerfield Beach, FL 33441

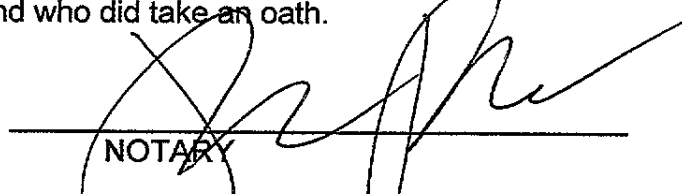
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal


on this, 13 day of OCT, 2000


Subscriber

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13 day
of OCT, 2000 by MARTI SHERMAN,
who is personally known to me and who did take an oath.



NOTARY

John Phillips
MY COMMISSION # CC88245 EXPIRES
August 31, 2003
BONDED THRU TROY FAIN INSURANCE, INC

My commission expires:

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

Certificate of Registered Agent of: MTB & Company, Inc.
Pursuant to Florida Statutes sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Article of Incorporation

at: Marti Shater, 911 SW 12th Ct., Deerfield Beach, FL 33441

has named: Marti Shater, located at: 911 SW 12th Ct., Deerfield Beach, FL 33441, as its Registered Agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, with which I am familiar, at the place designated in the certificate, I do hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

DATE: 10-13-2003

Marti A. Shater
Registered Agent

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13 day
of OCT, 2003, by MARTI SHATER, who is
personally known to me and who did take an oath

Notary

SEAL



John Phillips
MY COMMISSION # CC868245 EXPIRES
August 31, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

My commission expires:

PREPARED BY:
STEPHEN W. TUFTS, CPA
931 SW 8TH ST.
FT. LAUDERDALE, FL 33315

FILED
00 OCT 17 PM 12:57
TALLAHASSEE FLORIDA
SECRETARY OF STATE