

P01000033339

LOUIS STINSON, JR., P.A.

ATTORNEY AT LAW

SUITE 305 • RIVIERA PROFESSIONAL BUILDING

4675 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33146

FILED
01 APR 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (305) 667-7577
FACSIMILE (305) 667-0206

February 2, 2001

Department of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32399

300003809853--6
-03/07/01--01033--007
*****78.75 *****78.75

Re: MTC Corp.

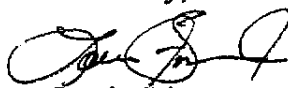
Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation for MTC Corp., for filing, together with our firm check in the amount of \$78.75 representing the required filing fee.

We would appreciate your returning a copy of the Certificate and Articles to our office by return mail.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Louis Stinson, Jr.

LSJr:kdj
Enclosure:
deptstate

W01-5541
JB
3-12-01

J. BRYAN APR - 2 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 12, 2001

LOUIS STINSON, JR
STE. 305, RIVIERA PROFESSIONAL BLDG.
4675 PONCE DE LEON BLVD.
CORAL GABLES, FL 33146

SUBJECT: MTC CORP.
Ref. Number: W01000005541

We have received your document for MTC CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6929.

Joey Bryan
Document Specialist

Letter Number: 401A00015027

ARTICLES OF INCORPORATION
OF
MTC GROUP, INC.

FILED
01 APR -2 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following articles of incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is MTC Group, Inc.

ARTICLE II - Duration

This corporation is to commence its corporate existence on the date of filing of these Articles of Incorporation pursuant to Fla. Stat. §607.167 and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for consideration, having a value not less than the par value of the shares, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or

in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration has been paid. Thereafter, the shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

Any and all the powers and duties conferred to or imposed on the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to the extent and by the person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The name and street address of the initial Director who shall hold office until his successor, who shall be chosen at the first meeting of the shareholders, has qualified shall be:

<u>Name</u>	<u>Address</u>
Odd O. Olsen	6215 S.W. 145 Street Miami, Florida 33156

ARTICLE VI - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VII - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors or the shareholders, but the board of directors may not alter, amend or repeal any by-law adopted by the shareholders if the shareholders provided that the by-laws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - Amendment

The shareholders reserve the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Board of Directors is subject to this reservation.

ARTICLE IX - Incorporator

The name and address of the incorporator to these articles are:

<u>Name</u>	<u>Address</u>
Louis Stinson, Jr., Esq.	4675 Ponce de Leon Blvd. Suite 305 Coral Gables, FL 33146

ARTICLE X - Principal Office and Mailing Address


The principal office and mailing address for the corporation is 4675 Ponce de Leon Blvd., Suite 305, Coral Gables, Florida 33146.

ARTICLE XI - Initial Registered Office and Agent

The street address of the principal and registered office of the corporation is 4675 Ponce de Leon Blvd., Suite 305, Coral Gables, Florida 33146, and the name of the initial registered

agent of the corporation at that address is Louis Stinson, Jr.

IN WITNESS WHEREOF, the subscriber has executed these
articles this 28th day of March, 2001..



Louis Stinson, Jr., Incorporator

RESIDENT AGENT CERTIFICATE

Pursuant to Chapter 48.901, Florida Statutes and in compliance with said Act, MTC Group, Inc., desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the City of Coral Gable, County of Miami-Dade, State of Florida, has named Louis Stinson, Jr., as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for the corporation.

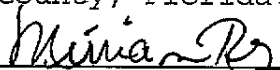


Louis Stinson, Jr., Registered Agent

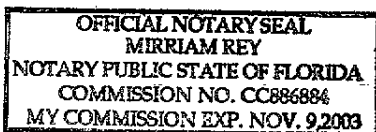
STATE OF FLORIDA)
) ss.:
COUNTY OF MIAMI DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Louis Stinson, Jr., known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of March, 2001, at Miami, Miami-Dade County, Florida.



Notary Public, State of Florida
Print Name: _____
Commission No.: _____



FILED
01 APR - 2 PM 4:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE