

WOLFE, YOUNG, & O'BAKER COMPANY Accountants & Tax Consultants

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March 27, 2001

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

FILED
01 APR -5 AM 7:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: MTHEADS INC.

To Whom It May Concern:

Enclosed please find a \$70.00 check for Filing Fees (\$35.00) and Registered Agent Designation (\$35) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY



(computer signed to avoid delay)

Robert W. Wolfe

RWW/lac

Robert W. Wolfe GAVE
AUTHORIZATION BY PHONE TO
CORRECT Acad. Suffix
DATE 4-13-01
DOC. EXAM WOC

Enclosures
cc: Teri Hirsch-Roper

WFO

4-17-01
WOC

**Articles of Incorporation
of**

MTHEADS INC.

FILED
01 APR -5 AM 7:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I – Name

The name of the corporation is: MTHEADS INC.

Article II – Duration

This corporation shall exist perpetually.

Article III – Purpose

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

Article IV – Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated “Common Shares.”

Article V – Preemptive 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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Article VI – Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 3620 N. Indian River Dr., Cocoa, FL 32926, and the name of the initial registered agent of this corporation at that address is: Teri Hirsch-Roper

Article VII – Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Teri Hirsch-Roper, 3620 N. Indian River Dr., Cocoa, FL 32926.

Article VIII – Incorporator

The name and address of the person signing these Articles of Incorporation is: Teri Hirsch-Roper, 3620 N. Indian River Dr., Cocoa, FL 32926.

Article IX – Initial Officers

The names and addresses of initial officers shall be Teri Hirsch-Roper, 3620 N. Indian River Dr., Cocoa, FL 32926, President, Secretary and Treasurer.

Article X – By-Laws

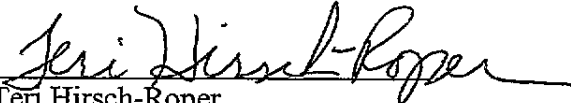
This corporation reserves the right to amend or repeal any provision contained in these articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 2 day of April A.D., 2001.


Teri Hirsch-Roper

STATE of FLORIDA
COUNTY OF _____:

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, Teri Hirsch-Roper, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation," he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.


Teri Hirsch-Roper

SWORN and SUBSCRIBED to before me this 2 day of April A.D., 2001.


Notary Public, State of Florida
AT LARGE

My Commission Expires: (N.P. Seal)



La'Deena A. Golon
MY COMMISSION # CC914726 EXPIRES
February 29, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

State of Florida
Department of State

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

The following is submitted in compliance with Section 48.091, Florida Statutes.

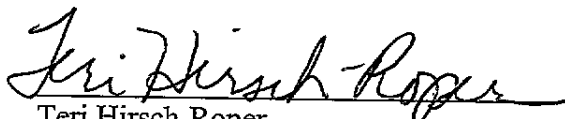
MTHEADS INC., a
corporation organized under the laws of the State of Florida, with its principal
office at: 3620 N. Indian River Dr., Cocoa, FL 32926, has named Teri Hirsch-Roper of 3620 N.
Indian River Dr., Cocoa, FL 32926, as its Agent to accept service of process within this State.

MTHEADS

BY: 
Teri Hirsch-Roper

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the
designated place in this Certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.


Teri Hirsch-Roper

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01 APR -5 AM 7:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA