

TRANSMITTAL LETTER

P01000055237

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

SUBJECT: M3'T, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

FILED
01 MAY 29 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: JOSEPH J. SORCI
Name (Printed or typed)

8517 South Park Circle, Suite 150
Address

Orlando, FL 32819
City, State & Zip

407-370-5555
Daytime Telephone number

300004324909--4
-05/29/01 -01036--017
*****87.50 *****87.50

NOTE: Please provide the original and one copy of the articles.

6-5-01
WC

ARTICLES OF INCORPORATION
OF

M3T, INC.

ARTICLE I

Name

The name of this corporation shall be:

M3T, INC.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Term of Existence

The duration of this corporation is to be perpetual.

ARTICLE IV

Capital Stock

The corporation is authorized to issue **1000** shares of common stock, with a par value of **\$2.00**, which shall be designated "Common Shares".

ARTICLE V

Initial Registered Office and Agent and Principal Office

The street address of the initial registered office of this corporation is:

8517 South Park Circle, Suite 150

Orlando, Florida 32819

Phone: 407-370-5555

Fax: 407-370-5550

The name of the initial registered agent of this corporation at that address is:

Joseph J. Sorci

The principal office address shall be the same as the Registered Office address.

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TALLAHASSEE, FLORIDA

ARTICLE VI
Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

<u>Name</u>	<u>Address</u>
Gary E. Koepke	250-B N.W. 76 th Drive Gainesville, Florida 33601 352-331-0313
Joseph J. Sorci	8517 South Park Circle, Suite 150 Orlando, Florida 32819 407-370-5555

ARTICLE VII
Incorporator

The name and address of the person signing these articles is:

<u>Name</u>	<u>Address</u>
Joseph J. Sorci	8517 South Park Circle, Suite 150 Orlando, Florida 32819

ARTICLE VIII
Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE IX
Stock Transfer Restrictions

If all, or any of the shareholders or subscribers to stock of the corporation shall enter into any agreement among themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the share holders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that the shares standing in the name of any person as pledgee, trustee or

Articles of Incorporation of MBT, INC.

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other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE X
Inspection of Books

Each stockholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

ARTICLE XI
Telephone Meetings

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE XII
Partly Paid Shares

The Board of Directors may by resolution authorize the issue of the whole or any part of the shares of stock of the corporation as partly paid, subject to the provisions of Florida Statutes.

ARTICLE XIII
Interested Directors of Officers

No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers, director or directors of the corporation is a party to or are the parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

ARTICLE XIV
By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XV
Long-Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

Articles of Incorporation of M3T, INC.

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ARTICLE XVI
Directors Reliance on Corporate Records

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him/her to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he/she be liable if in good faith in determining the amount available for dividends or distribution he/she considers the assets to be of ample value.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation, execute these Articles of Incorporation and certify to the truth of the facts stated herein, this 22nd day of May, 2001.

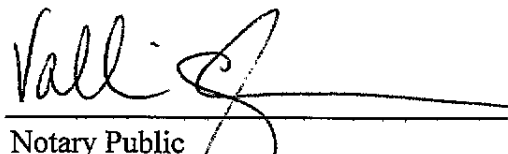


JOSEPH J. SORCI

STATE OF FLORIDA
COUNTY OF ORANGE

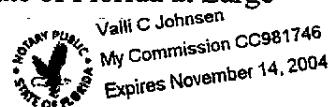
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JOSEPH J. SORCI, known to me and known to me to be the person who executed the foregoing articles of incorporation and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid, the 22nd day of May, 2001.



Notary Public
for State of Florida at Large

My Commission Expires:



ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED
01 MAY 29 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

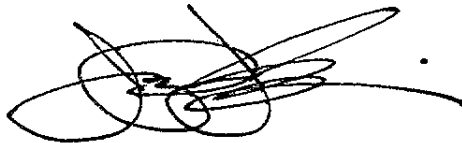
1. The name of the corporation is: **M3T, INC.**

2. The name and address of the registered agent and principal office is:

Joseph J. Sorci
8517 South Park Circle
Suite 150
Orlando, Florida 32819
Phone: 407-370-5555
Fax: 407-370-5550

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated at Orlando, Florida on May 22, 2001.



REGISTERED AGENT - JOSEPH J. SORCI

MINUTES OF ORGANIZATIONAL MEETING OF
SOLE SUBSCRIBER AND DIRECTOR

OF

M3T, INC.

The organization meeting of the above Corporation, a Corporation formed under the laws of the State of Florida, was held on the 1st day of May, 2001 at 1:00 p.m., PRESENT WAS Gary E. Koepke and Joseph J. Sorci, the sole subscribers to the Articles of Incorporation and the sole Directors named in the Articles of Incorporation.

The Subscribers stated that the Articles of Incorporation filed with the office of the Department of State on the 22nd day of May, 2001 was subscribed at the request of Gary E. Koepke and Joseph J. Sorci, and therefore all of the subscriber's right, title and interest in the Corporation was thereupon assigned by the said Subscribers to Gary E. Koepke and Joseph J. Sorci.

Attached hereto is a copy of the Articles of Incorporation filed with the Department of State and an acknowledgment from the Department of State of such filing.

The Directors adopted the attached By-Laws as the By-Laws of the Corporation.

The Directors stated that he/she would authorize from time to time the issuance of the capital stock of the Corporation and the amount thereof, and will determine whether to accept in payment thereof, money, property, labor or services as may be necessary for the use and lawful purpose of the corporation.

The Directors then designated the following as officers of the corporation:

President:	Gary E. Koepke	9315 S.W. 41 st Lane Gainesville, Florida 32608 352-371-9449
Vice President:	Joseph J. Sorci	3380 Cypress Point Circle St. Cloud, Florida 34772 407-947-1240
Secretary:	Valli C. Johnsen	3380 Cypress Point Circle St. Cloud, Florida 34772 407-891-9111
Treasurer:	Valli C. Johnsen	3380 Cypress Point Circle St. Cloud, Florida 34722

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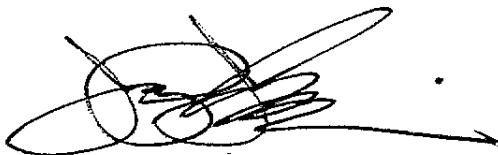
The Directors adopted as the Certificate of Stock of the Corporation that which is attached and as the seal of the Corporation that which is impressed on the attached sample Certificate of Stock. The Directors developed a draft Shareholders Agreement which would be further reviewed and adopted at a future meeting.

The Directors then instructed the Officers to open account with a LOCAL BANKING INSTITUTION and adopted the attached resolution to pay from the corporate funds the expenses of organizing the corporation, approval for payment being given to the statement of the President for the Corporation, Gary E. Koepke, 250-B N.W. 76th Drive, Gainesville, Florida 33601.

The Corporation thereupon having been fully organized, the Directors adjourned the meeting.

DATED the 22nd day of May, 2001.

ADOPTED AND APPROVED:



Subscriber JOSEPH J. SORCI



Director GARY E. KOEPKE



Director JOSEPH J. SORCI

A true copy of the following papers referred to in the foregoing is appended hereto.

Articles of Incorporation
By-Laws
Specimen Certificate of Shares