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July 25, 2001

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

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-07/27/01--01050--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: MTE Tampa Bay, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for filing with your office for MTE Tampa Bay, Inc., along with our check in the amount of \$78.75 for the filing fee.

Kindly forward a certificate of filing and file stamped copy of the Articles to our office at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

DIVITO & HIGHAM, P.A.

*Joseph A. DiVito* / *st*  
Joseph A. DiVito, Esq.

JAD/st

Enclosures

Dictated by Mr. DiVito  
but signed in his absence to avoid delay

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

MTE TAMPA BAY, INC.

ARTICLE I

NAME

The name of this corporation is:

MTE TAMPA BAY, INC.

ARTICLE II

PRINCIPAL ADDRESS

The principal address of the corporation is: 1645 Sharon Way, Clearwater, Florida 33764.

ARTICLE III

DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV

PURPOSE

The general purpose for which this corporation is organized is to provide transportation services, and the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE V

AUTHORIZED SHARES

The maximum number of shares which the corporation shall be authorized to issue is 1000 shares of common stock, \$1.00 per value per share.

The consideration for the purchase of any such stock from this corporation shall be set from time to time by the Directors of the corporation at any regular meeting or any special meeting called for such purpose, always provided that such consideration shall not be less than par value, but it may be either money current of the United States of America or good and sufficient exchange of an item of value comparable or greater than the stock

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purchase therewith in this corporation, and said stock shall be fully paid and non-accessible when such consideration is paid.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation is 1645 Sharon Way, Clearwater, FL 33764, and the name of the corporation's initial registered agent at that address is Daniel M. Toohill. This corporation shall have the right to change such registered office and such registered agent from time to time as provided by law.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the Directors shall be determined as provided in the Bylaws. Subject to the Bylaws of this corporation, meetings of the Directors may be held within or without the State of Florida. Directors need not be shareholders.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors is one, and the name and street address of the initial Director, who is to serve as Director until the first annual meeting of the shareholders, or until their successors are elected and qualify is:

<u>NAME</u>	<u>ADDRESS</u>
DANIEL M. TOO HILL	1645 Sharon Way Clearwater, FL 33764

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
DANIEL M. TOO HILL	1645 Sharon Way Clearwater, FL 33764

**ARTICLE X**  
**BYLAWS**

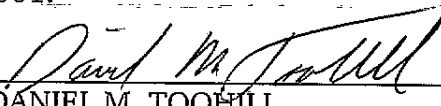
(A) The power to adopt the Bylaws of this corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws shall be vested in the Board of Directors of this corporation; provided, however, that any Bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the shareholders entitled to vote thereon, or a new Bylaw in lieu thereof may be adopted by vote of shareholders.

(B) The Bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the United States.

**ARTICLE XI**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 16 day of July, 2001.

  
\_\_\_\_\_  
DANIEL M. TOOHILL

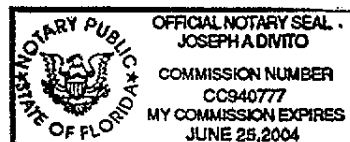
STATE OF FLORIDA       )  
COUNTY OF PINELLAS    )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DANIEL M. TOOHILL, to me well known to be the person described as subscriber in, or who has produced \_\_\_\_\_ as identification, and who executed these Articles of Incorporation freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at St. Petersburg, in said County and State, this 16 day of July, 2001.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE BY DESIGNATED REGISTERED AGENT

MTE TAMPA BAY, INC., having designated Daniel M. Toohill as its Registered Agent at the address located at 1645 Sharon Way, Clearwater, FL 33764, having been so named to accept services for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

Dated this 14 day of July, 2001.

  
DANIEL M. TOOHILL  
REGISTERED AGENT

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