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From: REIER, BARITZ AND COLMAN

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

MCTH CORPORATION

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**ARTICLES OF INCORPORATION
OF**

MCTH CORPORATION

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation adopts the following articles of incorporation:

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be **MCTH CORPORATION**

ARTICLE II - PRINCIPAL OFFICE:

The principal place of business and mailing address of the corporation shall be:

2915 S.W. 22nd Circle, 35B
Delray Beach, Florida 33445

ARTICLE III - SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - INITIAL DIRECTORS AND OFFICERS:

The business of the corporation shall be managed by a Board of Directors. There shall be one (1) director, initially. The number of Directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of Directors be less than one. The names, respective titles and addresses of the initial directors and officers of the corporation are:

<u>Name:</u>	<u>Title:</u>	<u>Address:</u>
Michael Helm	President, Vice President Secretary, Treasurer	2915 S.W. 22 nd Circle, 35B Delray Beach, FL 33445

ARTICLE V - INDEMNIFICATION:

Any person who was or is a party, or is threatened to be made a party to any

threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the corporation (unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct), against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding including any appeal thereof. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized by this Article. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from this Article.

ARTICLE VI - BYLAWS:

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

Nancy B. Colman, Esquire
Dreier Baritz & Colman
150 East Palmetto Park Road, Suite 750
Boca Raton, FL 33432

ARTICLE VIII - INCORPORATOR:

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

Nancy B. Colman, Esquire
Dreier Baritz & Colman
150 East Palmetto Park Road, Suite 750
Boca Raton, FL 33432

6/2 The undersigned incorporator has executed these Articles of Incorporation this day of December, 2001.


Nancy B. Colman, Incorporator

I, Nancy B. Colman, am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Nancy B. Colman, Registered Agent

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