

TRANSMITTAL LETTER

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

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-01/28/02--01037--005
****137.50 ****137.50

SUBJECT: MMAC Systems, Inc.

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

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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MMAC SYSTEMS, INC.

FROM: Amalia M. Wagner, Secretary
Name (Printed or typed)

83 Bay Drive
Address

Key West FL 33040-6114
City, State & Zip

305-745-7337
Daytime Telephone number

2002 JAN 28 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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2002 JAN 28 PM 1:43

AFFIDAVIT

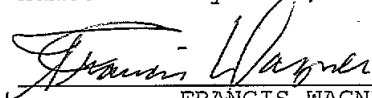
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: **MMAC Systems, Inc.**

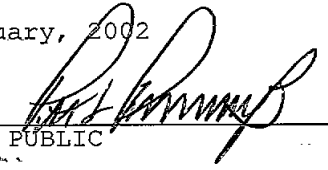
STATE OF FLORIDA)
COUNTY OF MONROE) SS:

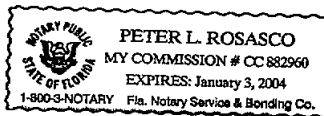
FRANCIS WAGNER, being duly sworn, deposes and says:

1. Affiant resides at 83 Bay Drive, Key West, Florida 33040-6114.
2. Affiant is the President of MMAC Systems, Inc., a New York State Corporation.
3. Affiant hereby releases the name MMAC Systems, Inc. For domestication in the State of Florida.
4. Affiant has no intention of reinstating any Florida corporation currently named MMAC Systems, Inc.


FRANCIS WAGNER

Sworn to before me this 21st day
of January, 2002


NOTARY PUBLIC



CERTIFICATE OF DOMESTICATION

The undersigned, Amalia M. Wagner, Secretary,
(Name) (Title)

of MMAC Systems, Inc., a foreign Corporation,
(Corporation Name)

in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was July 25, 1979.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was New York State.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was MMAC Systems, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is MMAC Systems, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was New York State.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Secretary, of MMAC Systems, Inc.
and am authorized to sign this certificate of Domestication on behalf of the corporation and have done
so this the 21st day of January, 2002.

Amalia M. Wagner
(Authorized Signature)
Amalia M. Wagner
Secretary

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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INHS53 (1/00)

ARTICLE I NAME

The name of the corporation shall be:

MMAC Systems, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is:

83 Bay Drive
Key West, FL 33040-6114**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: to engage in any activity which may lawfully promote the interests of the corporation or enhance the value of its property and to exercise all powers now or hereafter permitted or granted to S-corporations by Florida law.

ARTICLE IV SHARES

The number of shares of stock is:

200 shares

ARTICLE V INITIAL OFFICERS/DIRECTORS

The name(s) and address(es):

Francis Wagner - President/Director
83 Bay Drive
Key West, FL 33040-6114Amalia M. Wagner - Director
83 Bay Drive
Key West, FL 33040-6114
Vice Pres.
Secretary
Treasurer**ARTICLE VI REGISTERED AGENT**

The name and Florida street address registered agent are:

Amalia M. Wagner
83 Bay Drive
Key West, FL 33040-6114**ARTICLE VII INCORPORATOR**

The name and address of the incorporator are:

Amelia M. Wagner
83 Bay Drive
Key West FL 33040-6114

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.

Signature/Registered Agent

Signature/Incorporator

Date

Date