

PO2000016834

February 7, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: MTM CONSULTING, INC.

800004899238--4

-02/11/02--01047--001

*****70.00 *****70.00

Gentlemen:

Enclosed please find one original and a copy of the Articles of Incorporation of MTM Consulting, Inc. Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee and the designation of Registered Agent fee.

The effective time and date of the corporation is to be 12:01 a.m. or
Your assistance in establishing the corporation to be known as MTM Consulting, Inc. is appreciated.

Please return the approved copy to the undersigned at 5334 Central Florida Parkway, Suite 262, Orlando, Florida 32827.

Sincerely,



Peter Friedman

EFFECTIVE DATE
02-07-02

:avk

FILED
02 FEB 11 AM 8:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓ 02-11-02
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ARTICLES OF INCORPORATION
OF
MTM CONSULTING, INC.

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02 FEB 11 AM 8:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is MTM CONSULTING, INC.

ARTICLE II - NATURE OF BUSINESS

EFFECTIVE DATE
03-01-02

The general nature of the business to be transacted by this corporation is:

- (a) To engage in any activity or business permitted under the laws of the State of Florida and the United States of America; and,
- (b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition; and,
- (c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate

property, or other instruments to secure the payment of corporate indebtedness as required;
and

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 par value.

The consideration to be paid for each share shall be in money, property or services and the amount shall be fixed by the Board of Directors.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Hundred and 00/100 Dollars (\$100.00).

ARTICLE V - EFFECTIVE TIME & DATE OF DOCUMENT

Pursuant to Section 607.0123 (2) the effective date of incorporation is to be at 12:01 a.m. on March 1, 2002.

ARTICLE VI - TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VII - ADDRESS

The initial post office address of the principal office of the corporation is 5334 Central

Florida Parkway, Suite 262, Orlando, Florida 32827. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5334 Central Florida Parkway, Suite 262, Orlando, Florida 32827 and the name of the initial registered agent of the corporation at that address is Peter Friedman.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is

Peter Friedman
5334 Central Florida Parkway, Suite 262
Orlando, Florida 32827

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Peter Friedman of 5334 Central Florida Parkway, Suite 262, Orlando, Florida 32827 .

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - SUBSCRIBER

The name and the post office address of the subscribers to the Articles of Incorporation, the number of shares of common stock which each agrees to take, and the value of the consideration therefor, is:

Peter Friedman	100	\$100.00
5334 Central Florida Parkway, Suite 262, Orlando, FL 32827		

ARTICLE XIII - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock 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, which price, in the case of par value shares, may be in excess of par.

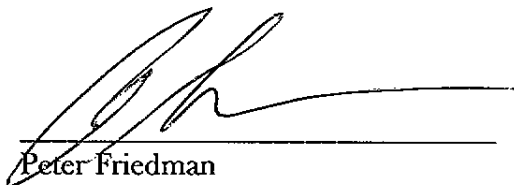
ARTICLE XIV - BUY-SELL AGREEMENT

The stock to be issued by this corporation shall be subject to a buy-sell agreement whereby each stockholder shall have the right of first refusal to purchase his pro rata share of any stock to be sold by an existing stockholder.

ARTICLE XV - LIABILITY OF SHAREHOLDERS

Pursuant to Section 607.0831, Florida Statutes, the directors of said corporation shall have no personal liability for the actions of the corporation unless specifically granted, in writing, by the shareholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of February, 2002.


Peter Friedman

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

In pursuant of Section 607.0501, Florida Statutes the following is submitted, in compliance with said
act.

FIRST — MTM CONSULTING, INC. desiring to organize under the laws of the State of Florida
with its principal office as indicated in the Articles of Incorporation at Orange County, State of Florida, has
named Peter Friedman of 5334 Central Florida Parkway, Suite 262, Orlando, Florida 32827, County of
Orange, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at place designated in this
Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to
keeping open said office.



Peter Friedman

FILED
02 FEB 11 AM 8:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA