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**Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

02 FEB 22 AM 9:20

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SECRETARY OF STATE
DIVISION OF CORPORATIONS**

FLORIDA PROFIT CORPORATION OR P.A.

MTM PROPERTIES CORP.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$78.75 |

ARTICLES OF INCORPORATION

OF

MTM PROPERTIES CORP.

ARTICLE I - NAME

The name of this Corporation is MTM PROPERTIES CORP.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the corporation is

2699 S. Bayshore Drive
Suite 400
Miami, FL 33133

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of ONE DOLLAR (\$1.00) par value voting common stock.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2699 S. Bayshore Drive, Miami, FL 33133 and the name of the initial registered agent of this Corporation at that address is Jesse T. Singer.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) 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 (1). The name and address of the initial director of this Corporation is:

Melissa Boyd
2699 S. Bayshore Drive
Miami, FL 33133

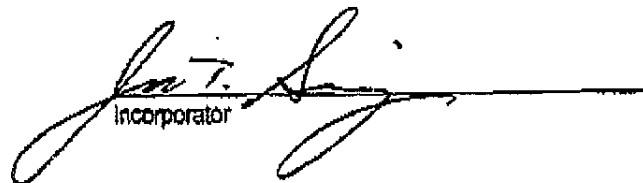
ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is Jesse T. Singer.

2699 SOUTH BAYSHORE DRIVE
SUITE 400
MIAMI, FLORIDA 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22 day of

February, 2002.


Incorporator

CERTIFICATE OF REGISTERED AGENT

OF

MTM PROPERTIES CORP.

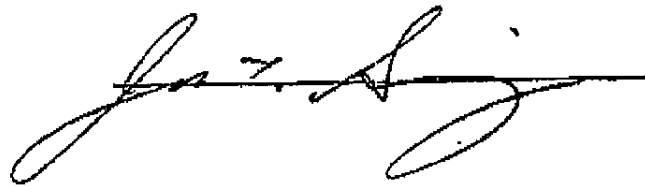
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That MTM PROPERTIES CORP. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named Jesse T. Singer as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

Dated this 22 day of February, 2002.



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