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MALCOLM ANTHONY
MICHAEL L. BERRY, JR.†
VINCENT J. DiRITO
BRYAN C. GOODE III

PLEASE REPLY TO
JACKSONVILLE BEACH OFFICE
MBERRY@PONTEVEDRALAW.COM

April 22, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
04-22-02

Re: Incorporation of MTS Holdings, Inc.

200005336972--2
-04/24/02--01058--001
*****70.00 *****70.00

Dear Sirs:

Enclosed are the original, executed articles of incorporation for MTS Holdings, Inc. along with the appointment for statutory agent, which I request that you file with the division of corporations. Also enclosed is the incorporator's check in the amount of \$70.00 payable to the Florida Secretary of State to cover the applicable filing fees.

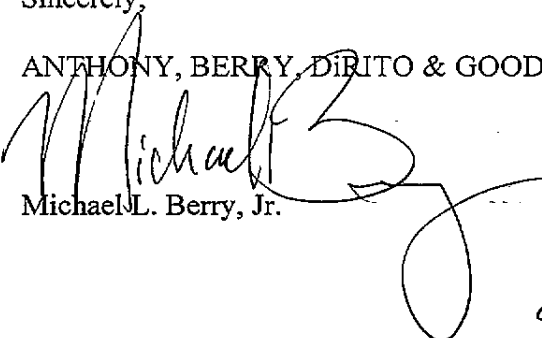
Please send your letter confirming the incorporation to:

MTS Holdings, Inc.
c/o Michael L. Berry, Jr., Esq.
Anthony, Berry, DiRito & Goode LLP
333 First Street North, Suite 305
Jacksonville Beach, FL 32250

Thank you for your assistance.

Sincerely,

ANTHONY, BERRY, DiRITO & GOODE LLP


Michael L. Berry, Jr.

MLBJr/jc
Enclosures

FILED
02 APR 24 AM 7:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

04-29-02 ✓

ARTICLES OF INCORPORATION
OF
MTS Holdings, Inc.

FILED
02 APR 21 AM 7:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is MTS Holdings, Inc.

ARTICLE II

Term of Existence

EFFECTIVE DATE
04-22-02

The corporation shall have perpetual existence, commencing upon April 22, 2002, or such other date no more than five (5) days prior to the filing of these Articles of Incorporation with the Florida Department of State, whichever is later.

ARTICLE III

General Purpose of Corporation

The general purpose of the corporation and the nature of the business to be transacted by the corporation are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

ARTICLE IV

Principal Office

The principal office and mailing address of the corporation will be located at 1304 2d

Avenue, North, Jacksonville Beach, Florida 32250.

ARTICLE V

Capital Stock

The corporation is authorized to issue one hundred thousand (100,000) shares of common stock, having a par value of \$.01 per share.

ARTICLE VI

Preemptive Rights

All holders of the corporation's common stock shall have preemptive rights with respect to any stock issued by the corporation subsequent to the date on which such shareholder purchased his or her shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his or her proportionate ownership interest in the corporation will remain the same.

ARTICLE VII

Indemnification

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of any act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's bylaws and shall not deviate therefrom without amending said bylaws.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 333 First Street North, Suite 305, Jacksonville Beach, FL 32250, and the name of the initial registered agent of this corporation at that address is Michael L. Berry, Jr.

ARTICLE IX

Incorporator

The name and address of the incorporator of this corporation is:

Michelle Mantarro
121 Windsorville Court
Jacksonville, FL 32225

IN WITNESS WHEREOF, the incorporator has executed these Articles on April 22, 2002.


Michelle Mantarro

MTS Holdings, Inc.

APPOINTMENT OF STATUTORY AGENT

The undersigned, MTS Holdings, Inc., a Florida corporation, with its principal office in Jacksonville Beach, Duval County, Florida, hereby appoints Michael L. Berry, Jr. as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is 333 First Street North, Suite 305, Jacksonville Beach, FL 32250.

Dated: April 22, 2002.

MTS Holdings, Inc.

By: 
Michelle Manatarro


FILED
02 APR 24 AM 7:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT

TO: MTS Holdings, Inc.

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand required or permitted by statute may be served, and hereby confirms that he is familiar with, and accepts, the obligations of that position.

April 22, 2002.


Michael L. Berry, Jr.