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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

mmt (usa) corp.

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ARTICLES OF INCORPORATION

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OF

MMT (USA) Corp.

The undersigned incorporator(s), for the purpose of forming a corporation under and pursuant to the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of this corporation shall be: MMT (USA) Corp.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of this corporation shall be:
4301 N. Ocean Blvd., #A303, Boca Raton, FL 33431.

ARTICLE III: MAILING ADDRESS

The mailing address of this corporation shall be:
c/o Amber & Amber, P.A.
7731 SW 62nd Ave., Suite 202, South Miami, FL 33143.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: 1200 Shares of Common Stock, \$ 1.00 Par Value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The Capital Stock may be paid for in money, property, labor or services actually performed for the Corporation, at a just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purpose.

THIS INSTRUMENT PREPARED BY:

Laurie K. M. Amber, Esq.
7731 S.W. 62nd Avenue, #202
South Miami FL 33143
Tel. (305) 661-5629

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ARTICLE V: REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this Corporation is:

Laurie K. Amber
7731 SW 62nd Ave., Suite 202
S. Miami, FL 33143

ARTICLE VI: INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Laurie K. Amber
7731 SW 62nd Ave., Suite 202
S. Miami, FL 33143

ARTICLE VII: PURPOSES

This Corporation is organized to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VIII: DURATION

This Corporation shall have perpetual existence.

ARTICLE IX: BOARD OF DIRECTORS

This Corporation shall have one (1) Director(s) initially. The number of Directors may be either increased or decreased from time to time by the By-laws but shall never be less than one. The name(s) and address(es) of the initial Director(s) of this Corporation is (are):

Martin Kaufman
4301 N. Ocean Blvd., #A303
Boca Raton, FL 33431

ARTICLE X: OFFICERS

The Corporation shall have a President, a Vice-President, a Secretary and a Treasurer and may also have one or more additional Vice-Presidents, Assistant Secretaries and Assistant Treasurers, and such other officers and agents, as may be deemed necessary. All officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-laws. The same person may hold two or more offices.

ARTICLE XI: AMENDMENT OF ARTICLES

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 20th day of September, 2002.



Laurie K. Amber, Incorporator

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the Corporation is: MMT (USA) Corp.
2. The name and address of the registered agent and office is:

Laurie K. Amber
7731 SW 62nd Ave., Suite 202
S. Miami, FL 33143

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SIGNATURE



Laurie K. Amber

TITLE: Incorporator

Date: September 20, 2002

ACKNOWLEDGMENT:

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



Laurie K. Amber

TITLE: Registered Agent

DATE: September 20, 2002

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