

**Electronic Articles of Incorporation
For**

P04000096782
FILED
June 25, 2004
Sec. Of State
vingram

MTD GROUP, INC.

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

Article I

The name of the corporation is:

MTD GROUP, INC.

Article II

The principal place of business address:

4045 SHERIDAN AVENUE
SUITE 380
MIAMI BEACH, FL. 33140

The mailing address of the corporation is:

4045 SHERIDAN AVENUE
SUITE 380
MIAMI BEACH, FL. 33140

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

300

Article V

The name and Florida street address of the registered agent is:

LABROZZI DOUGLAS VP
4045 SHERIDAN AVENUE
SUITE 380
MIAMI BEACH, FL. 33140

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: DOUGLAS LABROZZI

Article VI

The name and address of the incorporator is:

DOUGLAS LABROZZI
546 SW 1ST STREET
SUITE 402
MIAMI, FL 33130

Incorporator Signature: DOUGLAS LABROZZI

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
MELVIN KAY
4010 PINE TREE DRIVE #829
MIAMI BEACH, FL. 33140

Title: VP
DOUGLAS LABROZZI
546 SW 1ST STREET #402
MIAMI, FL. 33130

Title: VP
TONY DIMATTEO
4370 NW 107TH AVENUE #106
MIAMI, FL. 33178