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ACCOUNT NO. : 072100000032

REFERENCE : 379577 8796A

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 70

ORDER DATE : April 19, 1994

ORDER TIME : 10:05 AM

ORDER NO. : 379577

CUSTOMER NO: 8796A

CUSTOMER: Cindy Ellis, Esq
SCHIFINO & FLEISCHNER

One Tampa City Center, #2700
201 N. Franklin Street
Tampa, FL 33602

700001103057

DOMESTIC FILING

P94000029737

NAME: MTL INC.

FILED
1994 APR 19 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X ____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
X ____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

(R, same)

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: TM

4-20-94
01

ARTICLES OF INCORPORATION

OF

MTL INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

MTL Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

3108 Central Drive
Plant City, Florida 33566

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto (the "Act"), and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

The total number of shares of capital stock of all classes which this corporation shall have the authority to issue is twenty million (20,000,000) shares, of which fifteen million (15,000,000) shares, par value $.01 per share, shall be of a class designated as "Common Stock" and five million (5,000,000) shares, par value $.01 per share, shall be of a class designated as "Preferred Stock". The consideration for the issuance of shares of said stock may be paid in any manner permitted by the laws of the State of Florida.

Each share of common stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. There shall be no cumulative voting of the common stock of this corporation.

Shares of Preferred Stock may be issued from time to time, in one or more series, with such designations, assigned values, preferences and relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors from time to time, pursuant to the authority herein given, a copy of which resolution or resolutions shall have been set forth in a certificate made, executed, acknowledged, filed and recorded in the manner required by the laws of the State of Florida in order to make the same effective. Each series shall consist of such number of shares as shall be stated and expressed in such resolution or resolutions providing for the issuance of the stock of such series. All shares of any one series of Preferred Stock shall be alike in every particular.

No holder of shares of this corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive (i) any shares of stock of this corporation of any class, now or hereafter authorized, (ii) any options or warrants for such shares, (iii) any rights to subscribe to or purchase such shares, or (iv) any securities which may at any time or from time to time be issued, sold or offered for sale by this corporation.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at Schifino & Fleischer, P.A., One Tampa City Center, Suite 2700, 201 N. Franklin Street, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be William J. Schifino. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than nine (9) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of five members, such members to hold office until his successors have been duly elected and qualified. The names of the initial directors are as follows:

Elton E. Babbitt
Charles J. O'Brien, Jr.
Donald W. Burton
Walter J. Wilkinson, Jr.
Joseph L. Carrere

ARTICLE VIII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name	Address
William J. Schifino	One Tampa City Center Suite 2700 Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated.

William J. Schiffino, as Incorporator

DATE: April 18, 1994

FILED
1994 APR 19 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FOR

MTL INC.

The undersigned, William J. Schifino, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 18th day of April, 1994.

William J. Schifino

FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

APPROVED

(7)

1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MTL INC.

3108 CENTRAL DRIVE
PLANT CITY FL 33566

3108 CENTRAL DRIVE
PLANT CITY FL 33566

DO NOT WRITE IN THIS SPACE

04/19/1994

59-3239023

$8.75

$5.00

9. Name and Address of Current Registered Agent

SCHIFINO, WILLIAM J
SCHIFINO & FLEISCHER P.A.
201 N. FRANKLIN ST., SUITE 2700
TAMPA FL 33602

10. Name and Address of New Registered Agent

FL

-D-VPC
BABBITT, ELTON E
% 3108 CENTRAL DRIVE
PLANT CITY FL 33566
-D DC20
O'BRIAN, CHARLES J JR
% 3108 CENTRAL DRIVE
PLANT CITY FL 33566
D
PURTON, DONALD W
% 3108 CENTRAL DRIVE
PLANT CITY FL 33566
D
WILKINSON, WALTER J JR
% 3108 CENTRAL DRIVE
PLANT CITY FL 33566
D
CANFERE, JOSEPH J
% 3108 CENTRAL DRIVE
PLANT CITY FL 33566

See Attached List

SIGNATURE: Robert R. Kasak
Robert R. Kasak, Secretary

1/9/95 1-813-754-4725

P94000[illegible]

M T I. INC.
OFFICERS AND DIRECTORS

EXECUTIVE OFFICERS

PRESIDENT AND CHIEF EXECUTIVE OFFICER
CHARLES J. O'BRIEN, JR *
3108 CENTRAL DRIVE
PLANT CITY, FL 33567

VICE PRESIDENT AND CHAIRMAN OF THE BOARD
ELTON BABBITT *
3108 CENTRAL DRIVE
PLANT CITY, FL 33567

VICE PRESIDENT FINANCE AND TREASURER
RICHARD BRANDEWIE
3108 CENTRAL DRIVE
PLANT CITY, FL 33567

SECRETARY
ROBERT R. KASAK
3108 CENTRAL DRIVE
PLANT CITY FL 33567

DIRECTORS:

CHARLES J. O'BRIEN, JR *
3108 CENTRAL DRIVE
PLANT CITY, FL 33567

ELTON BABBITT *
3108 CENTRAL DRIVE
PLANT CITY, FL 33567

DON BURTON
SOUTH ATLANTIC VENTURE FUND
614 WEST BAY STREET
SUITE 200
TAMPA, FL 33606-2701

WALTER WILKINSON
KITTY HAWK CAPITAL, INC
1640 INDEPENDENCE CENTER
CHARLOTTE NC 28246

JOSEPH CARRERE
SUNCOAST CAPITAL CORPORATION
300 POYDRAS STREET
SUITE 2000
NEW ORLEANS LA 70130