

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE _____) _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

MAR 10 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	AAK	_____	_____

WALK-IN Will Pick Up 3-10 1200

RE: MTS Sales & Marketing
Inc

☐ Cert. Express
☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name File
☐ Name Reservation
☐ Annual Report/Ruinstatement
☐ Reg. Agent Service
☐ Document Filing
☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone () _____
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () _____ pgs.

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

05 MAR 10 PM 9 50
C.C. FEE. DISBURSED

908881426328
03/10/95 01033-009
****122.50 ****122.50

05 MAR 10 PM 11:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MTS SALES & MARKETING, INC.

FILED
95 MAR 10 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name and Principal Office

The name of this corporation is MTS SALES & MARKETING, INC. The principal office of this corporation is: 12920-M AUTOMOBILE BLVD., CLEARWATER, FL 34622.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1991), as presently enacted and as it may be amended from time to time.

ARTICLE IV - Capital Stock

This corporation shall be authorized to issue One Thousand (1,000) shares of common stock at \$.01 par value per share.

The holders of common stock shall be entitled to one vote for each share held at all meetings of the Stockholders of the corporation, and such shares shall be fully paid and non-assessable.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 911 CHESTNUT STREET, CLEARWATER, FL 34616, and the name of the initial registered agent of this corporation at that address is: MICHAEL T. CRONIN.

ARTICLE VI - 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 in accordance with the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Todd E. Siegel	12920-M Automobile Blvd. Clearwater, FL 34622

ARTICLE VII - Incorporator

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Michael T. Cronin	911 Chestnut Street Clearwater, FL 34616

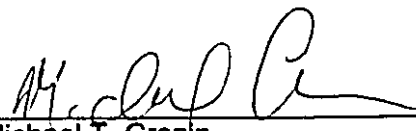
ARTICLE VIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

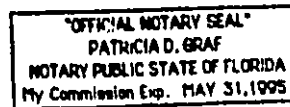
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of March, 1995.


Michael T. Cronin

STATE OF FLORIDA }
COUNTY OF PINELLAS }

The foregoing instrument was acknowledged before me this 8th day of March, 1995, by MICHAEL T. CRONIN, who is personally known to me.

Patricia D. Graf
Notary Public
Print Name: PATRICIA D. GRAF
My Commission Expires:

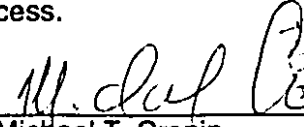


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Section 48.091, Florida Statutes, MTS SALES & MARKETING, INC., desiring to organize under the laws of the State of Florida, hereby designates MICHAEL T. CRONIN, located at 911 CHESTNUT STREET, CLEARWATER, FL 34616, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above named corporation, at the place designated above, and agrees to comply with the provisions of Section 48.091(2), Florida Statutes, relative to maintaining an office for the service of process.


Michael T. Cronin

FILED
95 MAR 10 AM 11:05
SECRETARY OF STATE
STATE OF FLORIDA

PDG/64291