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DONALD J. WEISS & ASSOCIATES PC
ATTORNEYS AND COUNSELORS AT LAW

DONALD J. WEISS* CLARA A. RANKIN**

THE WEISS BUILDING 202 SOUTH AVENUE MEDIA, PA 19063 FAX: (610) 891-9194 PHONI:: (610) 891-9192

* Certified Public Accountant LL M. Clavation) - Healton

E.L. M. (Taxation) - Healion ** Also Member NJ Har

August 8, 1995



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

Re: MTM DEVELOPMENT CORP.

Gentlemen:

Enclosed please find original and copy of Articles of Incorporation together with Certificate of Designation of Registered Agent/Registered Office for the above corporation which kindly file and return in the Express Mail envelope provided.

Also enclosed is check in the amount of \$122.50 as filing fee.

Should you have any questions or require further documentation, please call at (610) 891-9192.

Very truly yours,

Donald J. Weiss, Esquire

DJW/ejc

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ARTICLES OF INCORPORATION

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OF

MTM DEVELOPMENT CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be MTM DEVELOPMENT CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 955 West Lancaster Road - Suite 423 - Orlando, Florida 32809.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of the par value of \$1.00 each.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is: Timothy Bernardi - c/o Holland Communications - 955 West Lancaster Road - Suite 423 - Orlando, Florida 32809.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

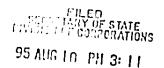
Donald J. Weiss -

202 South Avenue Media, PA 19063

The undersigned incorporator has executed these Articles of Incorporation this 2 day of , New 158, 1995.

DONALD J. WEISS

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE



Pursuant to the provisions of sections 607.0501 or 617.0501, Flordia 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: MTM DEVELOPMENT CORP.
- 2. The name and address of the registered agent and office is: Timothy Bernardi c/o Holland Communications 955 West $\frac{\text{GUITE 433}}{\text{Lancaster Road Orlando, Florida}}$

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 <u>Amathy Burnarde</u> Timothy Bernardi

DATE Quy 8, 1995