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HARKAVY, MITCHELL, STEWART & LOVEBKY, P.A.

ATTORNEYS AT LAW  
210 SOUTH ORANGE AVENUE  
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DONALD A. STEWART  
RICHARD A. LOVEBKY

FILED  
96 MAY 21 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
OF COUNTY  
MARTIN R. HARKAVY

May 6, 1996

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

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-05/09/96--01053--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: MTT ENTERPRISES, INC.

Gentlemen:

Enclosed please find the following:

1. Original and copy of Certificate of Incorporation and Resident Agent certificate; and
2. Check in amount of \$122.50 representing \$35.00 Filing Fee, \$52.50 certified copy of Certificate and \$35.00 Resident Agent fee.

Thank you for your anticipated courtesy and cooperation.

Very truly yours,

*M R Harkavy*

Martin R. Harkavy

bdp  
Enclosures

*W 96-10308*  
*5022*

F. CHESSEY MAY 29 1996

*296-24029*

**HARKAVY, MITCHELL, STEWART & LOVESKY, P.A.**

**ATTORNEYS AT LAW  
210 SOUTH ORANGE AVENUE  
SARASOTA, FLORIDA 34230-0800  
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**DAVID M. MITCHELL  
DONALD A. STEWART  
RICHARD A. LOVESKY**

**OF COUNSEL  
MARTIN H. HARKAVY**

May 21, 1996

Florida Department of State  
Division of Corporations  
Attn: Freida Chesson, Corporate Specialist  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: MARTTILL ENTERPRISES, Inc.

Gentlemen:

This is in response to your letter dated May 15, 1996 (your Ref. Number W96000010308), copy attached. Enclosed please find original and copy of Certificate of Incorporation and Resident Agent certificate for the captioned corporation.

Thank you for your assistance and cooperation.

Very truly yours,

*Martin R. Harkavy*  
Martin R. Harkavy

MRH/bdp  
Enclosures

FILED  
96 MAY 21 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

May 15, 1996

MARTIN R HARKAVY ESQUIRE  
219 S ORANGE AVE  
SARASOTA, FL 34236-6899

SUBJECT: MTT ENTERPRISES, INC.  
Ref. Number: W96000010308

We have received your document for MTT ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 296A00024029

RECEIVED MAY 17 1996

CERTIFICATE OF INCORPORATION

OF

MARTTILL ENTERPRISES, INC.

FILED  
96 MAY 21 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of become a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be MARTTILL ENTERPRISES, INC.

ARTICLE II

The general nature of the business and the objects and purposes of the business proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To carry on a general insurance, investment and management consultant and advisory business relating to investments and the operation of businesses, plants, properties, and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To maintain executive and operating personnel for the purpose of consulting with and advising others in all matters relating to insurance, investments and the management and operation of businesses and other properties of every kind. to furnish business insurance, investment and management plans and programs, to formulate policies, and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties, and investments. To buy and sell projects and developments on its own behalf and on behalf of others in connection with the operation, management, and development of individual and corporate businesses. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investment, both for its own account and as agent for others. To engage in capital ventures and business enterprises of every kind and description, whether as a

promoter, partner, member, or associate, or as a manager of other such enterprises.

(b) To subscribe for, purchase or otherwise acquire or become interested in, hold for investment, sell, offer for sale, negotiate, mortgage, pledge or otherwise deal in or with all or any part of the stocks, bonds, debentures, notes, evidences of indebtedness, scrip, acceptances, commercial paper, certificates of indebtedness, certificates of interest, obligations, mortgages and all other securities, rights or choices in action issued, created, assumed or guaranteed by any domestic or foreign, public, quasi-public or private corporation, firm, association, trustee, syndicate, individual, including any government, province, colony, state, district, territory, municipality or other political division or subdivision of the United States of American or any foreign country or state, or otherwise.

(c) To apply for, purchase or in any manner to acquire; to hold, own, use and operate; to sell or in any manner dispose of; to grant or license other rights in respect of, and in any manner deal with, any and all rights, interests, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries or otherwise, and to work, operate or develop the same.

(d) To purchase, lease, or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds and, in particular, lands, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trade marks, trade names and any interest in real or personal property.

(e) To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose in or about the business of the corporation and, if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.

(f) To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the goodwill and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business.

(g) To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation.

(h) To carry on business at any place or places within the jurisdiction of the United States and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of any deal with real and personal property at any such place or places.

(i) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation or business of a similar nature, with any person, firm, corporation, private, public and municipal body politic under the Government of the United States, or any state, territory or colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations organized pursuant to Florida law.

(j) To do all and everything necessary, suitable or properly for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, or agents, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

(k) The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment or exercise thereof, as conferred by the laws of the State of Florida upon corporations under the provisions of the Florida law.

### ARTICLE III

The total number of shares of capital stock of the corporation is 100,000 shares of common stock of the par value of \$.01 per share.

### ARTICLE IV

The amount of paid-in capital with which the corporation will begin business will be more than Five Hundred Dollars (\$500.00).

### ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be and is located at 219 South Orange Avenue, Sarasota, Florida 34236, with the privilege of having branch offices at other places.

ARTICLE VII

The number of directors of this corporation shall be not less than one (1) nor more than three (3).

ARTICLE VIII

The name and post office address of the sole subscriber to this Certificate of Incorporation and the number of shares of stock of this corporation which he agrees to take is as follows:

Martin R. Harkavy	10,000 shares
219 South Orange Avenue	
Sarasota, Florida 34236	

ARTICLE IX

The corporation may enter into contracts or transact business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any corporation or association in which any of its directors is a stockholder, director or officer, and such contract or transaction shall not be invalidated or in anywise affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate the corporation upon such contract or transaction; and no director or directors having such adverse interest shall be liable to the corporation or to any

stockholder or creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such director or directors be accountable for any gains or profits realized therefrom; always, provided, however, that such contract or transaction shall be at the time at which it was entered into, have been a reasonable one to have entered into, and shall have been upon terms that were at the time fair.

#### ARTICLE X

The officers of this corporation shall be a President, a Vice-President, a Secretary-Treasurer, and such other offices and agents as may be deemed necessary. All officers, agents and factors as may be deemed necessary shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the bylaws or determined by the Board of Directors. Any person may hold two or more offices, except that the President may not also be the Secretary or an Assistant Secretary of the corporation.

#### ARTICLE XI

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.



ARTICLE XII

The corporation designates Martin R. Harkavy, located at 219 South Orange Avenue, Sarasota, Florida 34236, as its agent to accept service of process within this State.


IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation in Sarasota, Florida, this 21st day of May, 1996.

  
Martin R. Harkavy

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME this date personally appeared Martin R. Harkavy, to me well known to be the individual described in and who executed the foregoing Certificate of Incorporation and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 21st day of May, 1996.

  
Notary Public

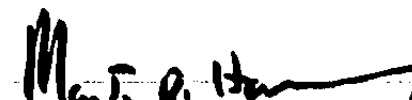
My Commission expires:



OFFICIAL SEAL  
Barbara D. Peterson  
My Commission Expires  
May 6, 1999  
Comm. No. CC 449082

CONSENT OF RESIDENT AGENT

HAVING BEEN NAMED to accept service of process for this corporation at the place designated in the foregoing Certificate, the undersigned accepts the designation.

  
Martin R. Harkavy

FILED  
96 MAY 21 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA