

# 996000065789

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0070  
 Mailing Address Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-6062  
 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 \$ \_\_\_\_\_

FILED  
 96 AUG -7 AM 11:17  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

AL JUL -7 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	<i>[Signature]</i>		

WALK-IN Will Pick Up 8/17 12:00

RE: MTE Enterprises Inc. No 53085

	U.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Expenses		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> (-) Cert. Copy(s) <i>photo</i>		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B.		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Statement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Filing No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> 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

**ARTICLES OF INCORPORATION  
OF MTE ENTERPRISES, INC.**

**FILED**

96 AUG -7 AM 11:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, Section 607, Florida Statutes, does hereby adopt the following articles of incorporation:

**I**

**Name of Corporation**

The name of this corporation shall be MTE Enterprises, Inc.

**II**

**The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:**

- a. To act as an independent sales representative;
- b. To own and operate retail sales;
- c. To engage in consulting and design work;
- d. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law;
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental there to which is not forbidden under the laws of the State of Florida.

**III**

**Capital Stock**

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at One Hundred Dollar (\$100.00) per share par value.

**IV**

**Duration**

The corporation shall have perpetual existence.

**V**

**Registered Agent**

The address of this corporation initial registered office is 9900 NW 44th Terrace #306, Miami, FL 33178 and the name of its initial agent at said address is Mark W. Erwin.

**VI**

**Incorporator and Principal Place of Business**

The name and address of the incorporator is as follow: Mark W. Erwin, 9900 NW 44th Terrace #306, Miami, FL 33178. The Principal Place of Business is 9900 NW 44th Terrace #306, Miami, FL 33178.

**VII**

**Board of Directors**

The corporation shall have a Board of Directors consisting of two people. The number of Directors may be increased or decreased from time to time by resolution of the majority of the Stockholders but shall never be less than one. The namer and addresses of the initial Directors of this corporation are:

Mark W. Erwin  
9900 44th Terrace #306  
Miami, FL 33178

Tracy K. Erwin  
9900 44th Terrace #306  
Miami, FL 33178

**VIII**

**Informal Shareholder Action**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with Secretary of the corporation as part of the corporate records.

**IX**

**Severance and Termination of Employment**

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render services for which the corporation is organized or accepts employment that places restrictions or limitations on his continued rendering of such services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly, in any earning or profits realized by the corporation. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**X**

**Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XI**

**Indemnification**

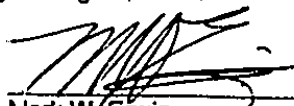
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**XII**

**Bylaw Amendment**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 5<sup>th</sup> day of August, 1996.

  
Mark W. Erwin  
Incorporator

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA 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.

That Mark W. Erwin, desiring to organize and incorporate MTE Enterprises, Inc. under the  
laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at  
9900 NW 44th Terrace #306, Miami, FL 33178, has named Mark W. Erwin at the above address as  
its Registered Agent to accept service of process within the State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation at the  
place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper and complete performance of my  
duties.

  
\_\_\_\_\_  
Mark W. Erwin

Date: August 5, 1996

FILED  
96 AUG -7 10:11:17  
SECD. OF STATE  
TALLAHASSEE, FLORIDA