

P96000100807

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

100002028571--3

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122.50 *122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MT Acquisition Corp
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 12/13/96

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

RECEIVED
6 DEC 13 AM 10:53
DIVISION OF CORPORATION

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials ML

12/13/96

**ARTICLES OF INCORPORATION
OF**

MT ACQUISITION CORP.

THE UNDERSIGNED, desiring to form a corporation for profit under the laws of the State of Florida, does make, subscribe and acknowledge these Articles of Incorporation, pursuant to Section 607 of the Florida Business Corporation Act, and acts amendatory thereof and supplemental thereto.

FIRST: The name of the corporation is **MT ACQUISITION CORP.**

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: The corporation shall be authorized to issue 3,000 Shares of common Stock, par value \$1.00 per share.

FOURTH: The street address of the corporation's initial principal office is: 801 Northeast 167th Street - Suite 300, North Miami Beach, Florida, 33162. The name of the corporation's initial registered agent at this address is: United Corporate Services, Inc.

FIFTH: The name and address of the incorporator is: Andrew Lockwood, c/o Graubard Mollen & Miller, 600 Third Avenue, New York, New York, 10016.

SIXTH: The number of directors constituting the initial Board of Directors is two. The names and addresses of the members of the initial Board of Directors, to serve until the first annual meeting of shareholders, or until their successors are elected and qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stuart Gerson	159 Fields Rock Rd. Southport, CT 06490
Eric Klipperman	9 Coventry Road Livingston, NJ 07039

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SEVENTH: Any person who was, is a party to, or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall inure whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SEVENTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful; (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit; (iii) under section 607.0831 of the Florida Business Corporation Act; (iv) for conscious disregard for the best interest of the corporation or wilful misconduct; or (iv) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose, or in a matter exhibiting wilful and wanton disregard of human rights, safety, or property.

IN WITNESS WHEREOF, the undersigned has this 11th day of December, 1996 made and subscribed these Articles of Incorporation in New York, New York for the uses and purposes aforesaid.

Andrew Lockwood (SEAL)
Andrew Lockwood, Incorporator

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Be it remembered that on this 11th day of December, 1996, personally came before me, a Notary Public in and for the County and State aforesaid, Andrew Lockwood, party to the foregoing document, known to me personally to be such, and who, being by me first duly sworn, acknowledged the said document to be his act and deed and that the facts therein stated are true.

Given under my hand and seal of office the day and year aforesaid.

Roslyn Fishkin
Notary Public

ROSLYN FISHKIN
Notary Public, State of New York
No. 24-1233600
Qualified in Kings County
Commission Expires January 31 1998

ACCEPTANCE AS REGISTERED AGENT

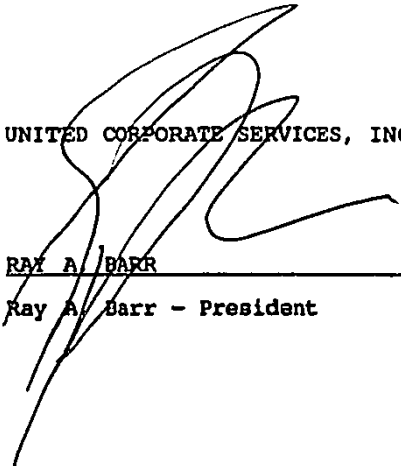
OF

MT ACQUISITION CORP.

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.

Dated: December 12, 1996

UNITED CORPORATE SERVICES, INC.



RAY A. BARR

Ray A. Barr - President

Registered Office Address:

801 Northeast 167th Street - Suite 300
North Miami Beach, Florida 33162

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