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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305) 358-2571

ACCT#: 070744001530

FAX #: (305) 358-7832

NAME: MTM, INC.

AUDIT NUMBER.....H97000013054

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 1

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Bm 8/12/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1997

ACE INDUSTRIES, INC.

SUBJECT: MT AND M, INC.
REF: W97000018361

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must have a Florida street address. A post office box is not acceptable.

The name conflict is "M T M INC".

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: E97000013054
Letter Number: 397A00040461

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97-13054

ARTICLES OF INCORPORATION

FILED
AUG 12 1997
MIAMI, FLORIDA

Article 1: Name of Corporation NTM INSURANCE, INC.
Address of Corporation 13514 MEMORIAL HIGHWAY
MIAMI, FLORIDA 33161

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT SAMIRA SALEM
and 455 NORTHEAST 167th STREET
REGISTERED OFFICE: MIAMI, FLORIDA 33167

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

[Signature] 8/7/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. SAMIRA SALEM
455 NORTHEAST 167th STREET
MIAMI, FLORIDA 33167

Article 5: The Name and Address of the INCORPORATOR is:

SAMIRA SALEM
455 NORTHEAST 167th STREET
MIAMI, FLORIDA 33167

In witness whereof I have subscribed my name

[Signature]
Signature of Incorporator

SAMIRA SALEM

H97-13054
Prepared by:

ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571