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9/17/97

FLORIDA DIVISION OF CORPORATIONS  
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((H97000015404 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: MTB HOLDINGS INC.

AUDIT NUMBER.....H97000015404

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**

**MTB HOLDINGS INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: **MTB HOLDINGS INC.**

The principal place of business of this corporation shall be:

1000 N. Miami Ave., Suite #10  
Miami, Florida 33136

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:  
100 Shares at \$1.00 Par Value.

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are): President/Treasurer/Secretary: **KEVIN TOWELL**  
1000 N. Miami Ave.  
Suite #10  
Miami, Fl. 33136

Prepared By: **KEVIN TOWELL**  
1000 N. Miami Ave., Ste. #10  
Miami, Fl. 33136  
(305) 379-0511

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is(are):

KEVIN TOWELL  
1000 N. Miami Ave., Suite #10  
Miami, Florida 33136

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 17th day of Sept., 1997.

Signature(s) of Incorporator(s)

Kevin Towell

\_\_\_\_\_  
\_\_\_\_\_

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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.

1. The name of the corporation:

MTB HOLDINGS INC.

2. The name and address of the registered agent and office is:

KEVIN TOWELL

1000 N. Miami Ave., Suite #10, Miami, Fl. 33136

(P.O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

SIGNATURE

*Kevin Towell*

TITLE PRESIDENT

DATE Sept 17, 1997

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

*Kevin Towell*

DATE Sept 17, 1997