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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MTM INVESTMENTS CORP.

AUDIT NUMBER.....H97000020028

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

CERT. OF STATUS..0

PAGES.....(3)

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ARTICLES OF INCORPORATION
OF
MTM INVESTMENTS CORP.

ARTICLE I - NAME

The name of this Corporation is MTM INVESTMENTS CORP..

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - REGISTERED OFFICE AND AGENT AND CORPORATE ADDRESS

The name and street address of the initial registered office of this Corporation is Augusto R. Casamayor, 15529 Miami Lakeway N. # 107, Miami Lakes, Florida 33014. The initial corporate address of this corporation is 15529 Miami Lakeway N. # 107, Miami Lakes, Florida 33014.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than ONE (1). The name and addresses of the initial Director(s) is/are:

NAME(S)

Augusto R. Casamayor

ADDRESS

15529 Miami Lakeway N. #107
Miami Lakes, Florida 33014

This Document Prepared By:
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ARTICLE VII - BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is Augusto R. Casamayor whose address is 15529 Miami Lakeway N. # 107, Miami Lakes, Florida 33014.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this

3 day of DECEMBER, 1997.


Augusto R. Casamayor

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 3 day of DECEMBER, 1997

H97000020028


Augusto R. Casamayor

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