

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) MTC Group, Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF

MTC Group, Inc.

ARTICLE I - NAME

The name of the corporation shall be: MTC Group, Inc.

ARTICLE II - DURATION

The corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

The general nature of the business and the object and purposes to be transacted and carried on, are to do any and all of the things mentioned herein, as fully and to the same extent as natural persons might or could, viz: Engage in any business or activity permitted under the laws of the United States and the State of Florida, including but not limited to the following:

a) To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve, and otherwise invest in and dispose of real estate and real property or any interest or rights therein without limit as to the amount, to do all things and engage in all activities necessary and proper or incidental to the business of investing in and developing real estate.

b) To sell at wholesale and retail and to deal in any manner whatsoever in all types and descriptions of property; to do all things and engage in all activities necessary and proper incidental to the business of investing in and developing real estate.

c) To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever, including the building, rebuilding, alteration, repairing, or improvement of houses, factories, buildings, works or erections of every kind and description whatsoever, including the location, laying out and construction of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroads or street railways, power plants, and generally in all classes of building erections and works, both public and private, or integral parts thereof, and generally to do and perform any and all works as builders and contractors, and with that end in view, to solicit, obtain, make, perform, and carry out contracts covering the building and contracting business and the work connected therewith.

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d) To manufacture, buy, sell, trade and deal in all and every kind of material product, manufactured and unmanufactured, iron, steel, wood, brick, cement, granite, stone and other products and materials, including the quarrying of stone; to buy, acquire, hold, use, employ, mortgage, convey, lease, and dispose of patent rights, letter, patent processes, devices, inventions, trademarks, formulas, goodwill, and other rights; to advances from time to time on bonds secured by mortgage for future advances on real estate, but nothing herein set forth shall give or be construed to give said corporation any banking powers.

e) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements to buildings and/or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

f) To borrow or raise money for any purposes of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes, or other obligations or negotiable instruments.

g) To buy, sell, and generally trade in store, carry and transport all kinds of goods, wares, merchandise, provisions, and supplies,

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which is already held, shall have the right to purchase their pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: **1761 W. Hillsborough Boulevard - Suite 321; Deerfield Beach, FL 33442** and the name of the initial registered agent of this corporation at that address is: **Ofer Adler**.

ARTICLE VII - 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 bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Ofer Adler
1761 W. Hillsborough Boulevard - Suite 321
Deerfield Beach, FL 33442

ARTICLE VIII - INCORPORATION

The name and address of the person signing these articles is:

Ofer Adler
1761 W. Hillsborough Boulevard - Suite 321
Deerfield Beach, FL 33442

ARTICLE IX - AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business will not be less than five hundred dollars (\$500.00).

ARTICLE X - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate their votes by giving one candidate as many votes as the number of directors to be elected at the same time multiplied by the number of shares owned by the shareholder, or by distributing such votes on the same principle among any number of candidates.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

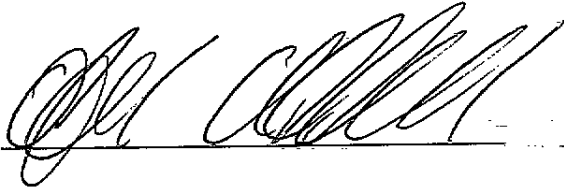
The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION

The principal place of business of the corporation is as follows:

MTC Group, Inc.
1761 W. Hillsborough Boulevard - Suite 321
Deerfield Beach, FL 33442

IN WITNESS HEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of January, 1998.

A handwritten signature in dark ink, appearing to be "M. Allen", is written over a horizontal line.

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

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said act:

First: MTC Group, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County of Broward, City of Deerfield Beach, State of Florida has named Ofer Adler as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (Must be signed by designated agent)

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 further agree to comply with the provisions of said Act relative to keeping open said office.



(Registered Agent)

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