

P98000009791



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 688501 4342718

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 30, 1998

ORDER TIME : 12:14 PM

ORDER NO. : 688501-005

CUSTOMER NO: 4342718

CUSTOMER: Robert C. Rasmussen, Esq
GLENN RASMUSSEN & FOGARTY

Suite 1300
100 South Ashley Drive
Tampa, FL 33602

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98 JAN 30 PM 1:12

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: MTI ACQUISITION COMPANY

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 30 PM 2:09

FILED

Dmc 1/30/98

ARTICLES OF INCORPORATION

OF

MTI ACQUISITION COMPANY

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98 JAN 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of MTI Acquisition Company under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: MTI Acquisition Company

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is 100 West Kennedy Boulevard, Suite 650, Tampa, Florida 33602.

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Kevin R. Gowen	100 West Kennedy Boulevard, Suite 650 Tampa, Florida 33602

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 100 South Ashley Drive, Suite 1300, Tampa, Florida 33602, and the name of the corporation's initial registered agent at that address is Robert C. Rasmussen

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator are:

Robert C. Rasmussen
Glenn Rasmussen & Fogarty P.A.
100 South Ashley Drive, Suite 1300
Tampa, Florida 33602

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

ARTICLE VII . COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on January 30, 1998.

EXECUTED: January 29, 1998


Robert C. Rasmussen, as Incorporator

MTI ACQUISITION COMPANY

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ACCEPTANCE OF REGISTERED AGENT

98 JAN 30 PM 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That MTI Acquisition Company, desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 100 South Ashley Drive, Tampa, Florida 33602, has named Robert C. Rasmussen as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for MTI Acquisition Company, at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: January 29, 1998.


Robert C. Rasmussen