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TRANSMITTAL LETTER

June 22, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/24/98--01065--016
***131.25 ***131.25

SUBJECT: M. T. F. & ASSOCIATES, INC.

Enclosed herewith is an original and (2) copies of the Articles of Incorporation of the above named proposed corporation. In addition to these is a check for:

\$131.25 - Filing Fee,
Certified Copy
& Certificate

FROM:

Michael T. Fitzpatrick
5465 Waterside Drive
Jacksonville, FL 32210
(904) 387-2342

FILED
98 JUN 24 PM 3.27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/6-25-98

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

M. T. F. & ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6010 Duclay Road, Suite 100
Jacksonville, Florida 32244

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of stock

**ARTICLE IV INITIAL REGISTERED AGENT
AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Michael Thomas Fitzpatrick
6010 Duclay Road, Suite 100
Jacksonville, Florida 32244

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TALLAHASSEE, FLORIDA

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ARTICLE V INCORPORATOR

The **name and address** of the incorporator of these Article of Incorporation are:

Michael Thomas Fitzpatrick
5465 Waterside Drive
Jacksonville, Florida 32210


Signature/Incorporator


Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and agree to accept the obligations of my position as registered agent.


Signature/Registered Agent


Date