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DAVID M. BOVI, P.A.

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January 7, 1999

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

Re: MTM Food Corporation.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$70.00, representing the filing fees for the above-named proposed Florida corporation.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi
David M. Bovi, P.A.
324 Datura Street, Suite 200
West Palm Beach, Florida 33401

FILED
99 JAN 11 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MTM FOOD CORPORATION

FILED
99 JAN 11 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. CORPORATE NAME.

The name of this corporation is MTM Food Corporation.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 324 Datura Street, Suite 200 West Palm Beach, Florida 33401.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, par value \$0.001 per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Ronald W. Hayes, Jr., 324 Datura Street, Suite 200 West Palm Beach, Florida 33401.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation are David M. Bovi, P.A., 324 Datura Street, Suite 200 West Palm Beach, Florida 33401.

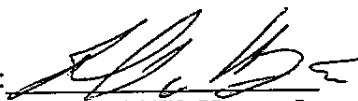
The undersigned incorporator has executed these articles of incorporation on January 7, 1999



David M. Bovi, P.A.
David M. Bovi, President

Acceptance of Registered Agent

Having been named to accept service of process for MTM Food Corporation, at the place designated in the articles of incorporation, the undersigned is familiar with and accept the obligations of that position pursuant to F.S. 607.0501(3)

By: 
Ronald W. Hayes, Jr.
January 7, 1999

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99 JAN 11 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA