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FILED

Ayala
10871 NW 52 St, #4
Sunrise, FL 33351

99 FEB -9 PM 3:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 3, 1999

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


000002768610--4
-02/09/99--01007--004
122.50 **78.75

RE: MTM Partners, Inc.

Enclosed for filing are two executed copies of the Articles of Incorporation of MTM Partners, Inc. Also enclosed is a check in the amount of \$122.50, representing \$35 for the filing fee, \$52.50 for a certified copy of the articles and \$35 for filing a designation of registered agent.

Please return the certified copy of the enclosed Articles of Incorporation to the undersigned in the enclosed self-addressed, stamped envelope.

Very truly yours,

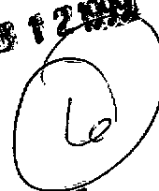


Carmen Ayala

Enclosures

P. Hall

FEB 12 1999



**ARTICLES OF INCORPORATION
OF
MTM PARTNERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is MTM Partners, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand(1,000) shares of One Cent (\$.01) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - 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 he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The street address of the initial business office of the corporation is 10871 N. W. 52 Street, Suite 4, Sunrise, Florida 33351 and the name of the initial registered agent of this corporation is Carmen Ayala.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time, but shall never be less than one (1).

The name and address of the director of this corporation is:

Carmen Ayala, whose address is 10871 N. W. 52 Street, Suite 4, Sunrise, Florida 33351.

The initial officer of the corporation will be:

President, Secretary and Treasurer -

Carmen Ayala, whose address is 10871 N. W. 52 Street, Suite 4, Sunrise, Florida 33351.

ARTICLE IX - INCORPORATOR

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

Carmen Ayala, whose address is 10871 N. W. 52 Street, Suite 4, Sunrise, Florida 33351.

ARTICLE X

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

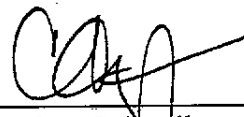
ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien of the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 4th day of February, 1999.

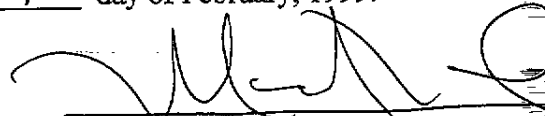

Carmen Ayala - Subscriber

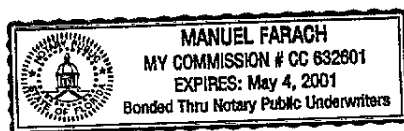
STATE OF FLORIDA)

COUNTY OF BROWARD) SS:

BEFORE ME, a notary public, authorized to take acknowledgements in the State and
County set forth above, personally appeared Carmen Ayala, known to me and known by me to be
the person who executed the foregoing Articles of Incorporation, and he acknowledged before
me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in
the State and County aforesaid, this 4th day of February, 1999.


NOTARY PUBLIC, State of Florida
Manuel Farach
at Large



**CERTIFICATE DESIGNATING PLACE 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 – That MTM Partners, Inc.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in
the articles of incorporation at 10871 N. W. 52 Street, Suite 4, Sunrise, Florida 33351.

County of Broward,

State of Florida

has named Carmen Ayala

located at 10871 N. W. 52 Street, Suite 4, Sunrise, Florida

County of Broward

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place
designated in this certificated, I hereby accept to act in this capacity and agree to comply with the
provision of said Act relative to keeping open said office.

BY



(Resident Agent) _____
(CARMEN AYALA)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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