

P99000053763  
LAW OFFICES  
SIMON, SCHINDLER & SANDBERG

A PROFESSIONAL ASSOCIATION  
2650 BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33137-4590

TOBIAS SIMON (1929 - 1982)  
THOMAS M. PFLAUM +  
JEFFREY D. RUBINSTEIN  
NEAL L. SANDBERG  
ROGER J. SCHINDLER  
TERRI GRUMER SONN \*  
RAYMOND K. STEELE \*

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+ OF COUNSEL

June 10, 1999

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-06/11/99--01068--004  
\*\*\*131.25 \*\*\*\*\*87.50

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: MTDE, Inc.  
Our File No. 5557

Dear Sir or Madam:

Enclosed for filing with your office is an original and one (1) copy of the **Article of Incorporation** along with the original and one (1) copy of the **Certificate of Designation of Registered Agent/Registered Office** for the above referenced proposed corporation.

A check in the amount of **\$131.25**, payable to the Secretary of State is enclosed representing payment as follows:

Filing Fee	\$ 35.00
Registered Agent	35.00
Designation	
Certified Copy	52.50
Certificate of Status	8.75
<b>TOTAL</b>	<b>\$131.25</b>

FILED  
1999 JUN 11 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED JUN 14 1999

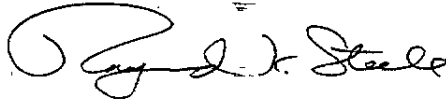
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A PROFESSIONAL ASSOCIATION

Division of Corporations  
June 10, 1999  
Page 2

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After filing, please mail to me a certified copy of the filed documents along with a certificate of status of the corporation. Thank you.

Sincerely,  
**Simon, Schindler & Sandberg, P.A.**



Raymond K. Steele, Esq.  
For the Firm

RKS  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MTDE, Inc**

In compliance with the requirements of Florida Statutes, Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I  
NAME**

The name of the corporation ("corporation") is **MTDE, Inc**

**ARTICLE II  
NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue is ten million (10,000,000), all of which shall be Common Shares, \$0.01 each par value. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have a right to vote.

**ARTICLE IV  
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V  
ADDRESS**

The street address of the initial principal office of this corporation in the State of Florida is:

3350 Enterprise Avenue, #120  
Weston, FL 33331

**ARTICLE VI  
INITIAL DIRECTORS**

The initial board of directors shall consist of two (2) members. The name(s) and address(es) of the members of the initial Board of Directors is(are):

NAME	ADDRESS
Jaime Eyzaguirre	3350 Enterprise Avenue #120 Weston, Florida 33331
Freddy Ghaltchi	3350 Enterprise Avenue #120 Weston, Florida 33331

**ARTICLE VII  
INCORPORATORS**

The name and address of each incorporator of the corporation is:

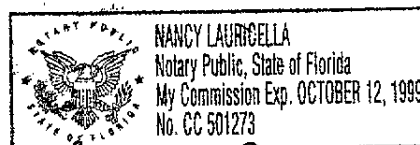
NAME	ADDRESS
Jaime Eyzaguirre	3350 Enterprise Avenue #120 Weston, Florida 33331

**ARTICLE XIII  
REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation's registered office is 3350 Enterprise Avenue #120 Weston, Florida 33331. The initial Registered Agent for the corporation at that address is **JAIME EYZAGUIRRE**

IN WITNESS WHEREOF, the undersigned execute(s) these Articles of Incorporation this 8<sup>th</sup> day of June, 1999.

  
\_\_\_\_\_  
JAIME EYZAGUIRRE



*Nancy Lauricella* 6/8/99

STATE OF FLORIDA )  
SS:  
COUNTY OF Browards

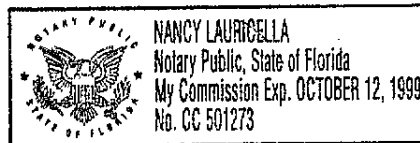
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgment and administer oaths, personally appeared **JAIME EYZAGUIRRE**, to me known to be the person described in and who executed the forgoing Articles of Incorporation; and he acknowledged before me that he subscribed to those Articles of Incorporation.

8<sup>th</sup> WITNESS my hand and official seal in the County and State named above, this day of June, 1999.

Nancy Lauricella 6/8/99  
Notary Public, State of Florida

Printed Name: NANCY LAURICELLA

My Commission expires: 10/12/99



**CERTIFICATE OF DESIGNATION****REGISTERED AGENT/REGISTERED OFFICE**

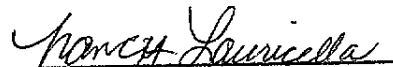
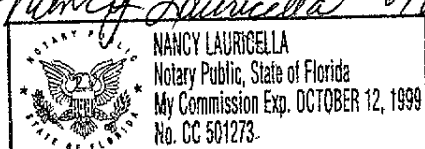
Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/ registered agent, in the state of Florida.

1. The name of the corporation is MTDE, Inc.
2. The name and street address of the registered agent and office is:

JAIME EYZAGUIRRE  
3350 Enterprise Avenue #120  
Weston, Florida 33331

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
JAIME EYZAGUIRRE

 6/8/99  


STATE OF FLORIDA     )  
                                  SS:  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgment and administer oaths, personally appeared **JAIME EYZAGUIRRE**, to me known to be the person described in and who executed the forgoing Certificate of Designation Registered Agent/Registered Office; and he acknowledged before me that he subscribed to that Certificate of Designation Registered Agent/Registered Office as Registered Agent.

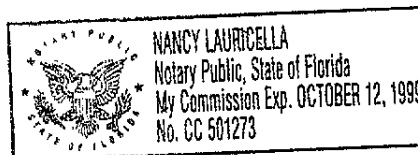
8<sup>th</sup> WITNESS my hand and official seal in the County and State named above, this day of June, 1999.

Nancy Lauricella 6/8/99  
Notary Public, State of Florida

Printed Name: N. LAURICELLA

My Commission expires:

10/12/99



\\Simontsys\OFFICE\CASES\GHALTCH\NTPAYSU\FLDRI\ARTICLE2.WPD

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CLERK OF COURT  
TALLAHASSEE, FLORIDA