

P99000070247

HOUSTON, SHAHADY & BEILLY

316 Northeast Fourth Street
Fort Lauderdale, FL 33301

Thomas R. Shahady

Telephone (954) 779-3800
Facsimile (954) 779-3808

July 29, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100002947591--9
-08/02/99-01107--014
*****122.50 *****78.75

Re: MTJ, Inc.

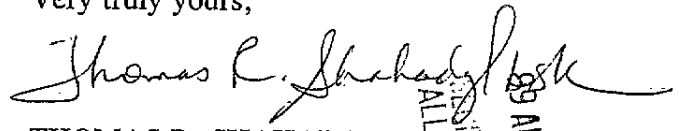
Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation to be filed for MTJ, Inc., along with our check in the amount of \$122.50 which represents the filing fee for the Articles of Incorporation.

Please file these Articles of Incorporation and return a conformed copy in the stamped, self-addressed envelope enclosed for your convenience.

If you have any questions, please advise.

Very truly yours,


THOMAS R. SHAHADY

TRS/bsk
enclosure

PH 8/9/99

FILED
99 AUG -2 PM 12: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MTJ, INC.

FILED
99 AUG -2 PM 12: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is **MTJ , INC.**

ARTICLE II

The purpose or purposes for which this corporation is organized is for any purpose permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

This corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar and 00/100 (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The initial street address of the principal office of this corporation shall be: 1844-46 N.W. 21st Street, Building 4, Pompano Beach, Florida, 33069, and the Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

The number of Directors may be altered, from time to time, by By-Laws adopted by the Shareholders, however, the corporation shall have no less than one (1) Director at any time.

ARTICLE VII

The name and post office address of the first Board of Directors and officers of this corporation, who shall hold office for the first year or until their successors are chosen, shall be:

Thomas Prieur
President/Director

1844-46 N.W. 21st Street, Bldg. 4
Pompano Beach, FL 33069

Michael Hicks
Vice President/Director

1844-46 N.W. 21st Street, Bldg. 4
Pompano Beach, FL 33069

John Geltz
Director

1844-46 N.W. 21st Street, Bldg. 4
Pompano Beach, FL 33069

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

Thomas R. Shahady

316 Northeast Fourth Street
Fort Lauderdale, FL 33301

ARTICLE IX

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

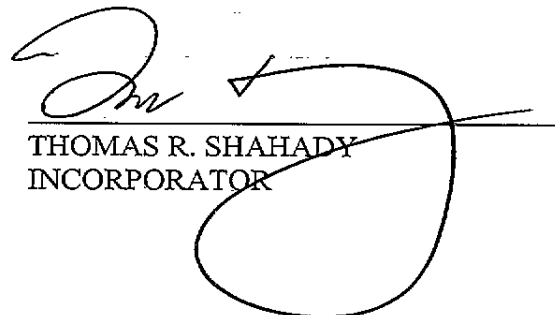
Thomas R. Shahady

316 Northeast Fourth Street
Fort Lauderdale, FL 33301

ARTICLE X

The corporation's existence will commence upon the filing of the Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

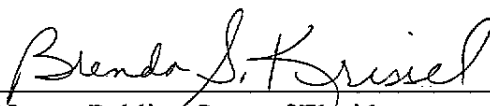

THOMAS R. SHAHADY
INCORPORATOR

STATE OF FLORIDA
COUNTY OF BROWARD

FILED
99 AUG -2 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared THOMAS R. SHAHADY, to me known to be the person described in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Fort Lauderdale, County of Broward, State of Florida, this 13 day of July, 1999.

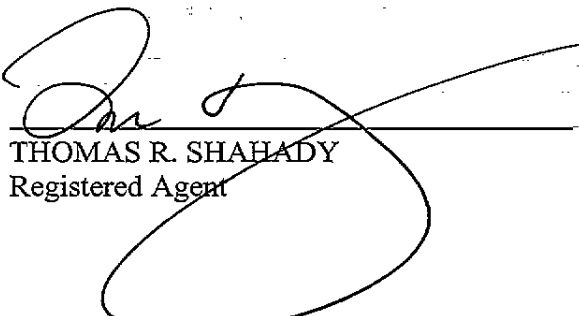

Notary Public - State of Florida

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
BRENDA S KRISSEL
COMMISSION # CC808871
EXPIRES 4/4/2003
BOUNDED THRU ABR 1-888-NOTARY1

ACCEPTANCE OF REGISTERED AGENT

I, THOMAS R. SHAHADY, do hereby accept designation of Registered Agent for MTJ,
INC.


THOMAS R. SHAHADY
Registered Agent