

The Law Offices of
HOWARD J. MILCHMAN, P.A.

9600 West Sample Road

Suite 507

Coral Springs, FL, 33065

Telephone (954) 753-8070

Fax (954) 753-9303

August 6, 1999

Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

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-09/13/99--01105--001
*****70.00 *****70.00

Re: MTI GROUP, INC.

Gentlemen:

Please find enclosed herewith the following documents in order to facilitate the incorporation of the above referenced corporation:

1. Original Articles of Incorporation and one copy thereof; and
2. A check in the amount of \$70.00 made payable to the Florida Department of State for the filing fees.

Also enclosed is a return self-addressed, stamped envelope in order to return the stamped, filed copies of the Amendment to Articles of Incorporation to the undersigned. If you require anything further or encounter any difficulties, please do not hesitate to contact the undersigned.

Thank you for your attention to the foregoing.

Sincerely,


HOWARD J. MILCHMAN
For the Firm

HJM:smr
Enclosures

ARTICLES OF INCORPORATION

OF

MTI GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MTI GROUP, INC.

The address of the principal office of this corporation shall be 9600 West Sample Road, Suite 507, Coral Springs, Florida 33065, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

Prepared by:
Howard J. Milchman, Esquire
9600 West Sample Road, Suite 507
Coral Springs, Florida 33065
(954) 753-8070
Florida Bar No. 655902

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 9600 West Sample Road, Suite #507, Coral Springs, Florida 33065, and the name of the initial registered agent of the corporation at that address is Howard J. Milchman, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Howard J. Milchman, P.A.
9600 West Sample Road, Suite 507
Coral Springs, Florida 33065

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
this 0 day of August, 1999.

HOWARD J. MILCHMAN, P.A.

By: 

Howard J. Milchman, Esquire

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

HOWARD J. MILCHMAN, P.A. having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

HOWARD J. MILCHMAN

**ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
MTI GROUP, INC.**

Howard J. Milchman, P.A., as sole incorporator, for value received hereby assigns
any and all rights it may have as such incorporation to the following:

Dated this 6 day of August, 1999

HOWARD J. MILCHMAN, P.A.

By: 
Howard J. Milchman, Esquire