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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

November 18, 1999

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

300003051443--1
-11/22/99-01116-007
*****70.00 *****70.00

SUBJECT: MTM HOLDINGS, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

Joseph Butler
3300 N State Road 7 C260
Hollywood, FL 33021

(954) 981-0806
Telephone Number

D. BROWN NOV 30 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

MTM HOLDINGS, INC.

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

ARTICLE I NAME

The name of the Corporation shall be:

MTM HOLDINGS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11021 NW 20TH STREET
PEMBROKE PINES, FL 33026

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

8,000 (EIGHT THOUSAND) SHARES COMMON STOCK

**ARTICLE IV INITIAL REGISTERED AGENT AND
ADDRESS**

The name and address of the initial registered agent is:

JOSEPH BUTLER
11021 NW 20TH STREET
PEMBROKE PINES, FL 33026

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

JOSEPH BUTLER
11021 NW 20TH STREET
PEMBROKE PINES, FL 33026

ARTICLE VI

The initial officer of the corporation shall be:

JOSEPH BUTLER
11021 NW 20TH STREET
PEMBROKE PINES, FL 33026

The undersigned has (have) executed these Articles of Incorporation this 18 day of November, 1999.



INCORPORATOR

INCORPORATOR

FILED

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607,0501, FLORIDA STATUTES,
THE UNDERSIGNED 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.

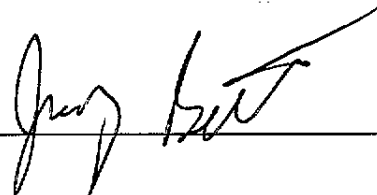
1. THE NAME OF THE CORPORATION IS:

MTM HOLDINGS, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

JOSEPH BUTLER
11021 NW 20TH STREET
PEMBROKE PINES, FL 33026

SIGNATURE

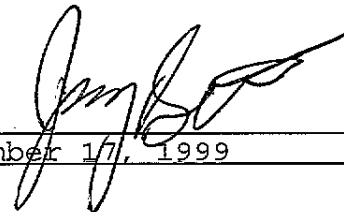


TITLE PRESIDENT

DATE November 18, 1999

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 I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE November 17, 1999