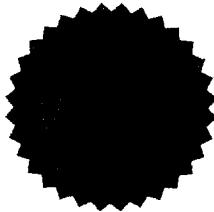


The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MBT INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JULY, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

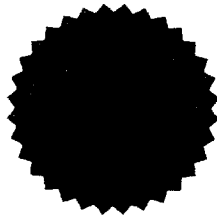
Delaware

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The First State AUTHENTICATION: 1899718

020462256

DATE: 07-24-02



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

CERTIFICATE OF INCORPORATION

FIRST: The name of the corporation is:

MBT INTERNATIONAL CORP.

SECOND: The address of the corporation's registered office in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is ten million (10,000,000) shares of Class A Common Stock of the par value of \$.01 per share ("Class A Common Stock") and one million (1,000,000) shares of Class B Common Stock ("Class B Common Stock") of the par value of \$.01 per share. The Class A Common Stock and the Class B Common Stock are sometimes hereinafter collectively referred to as the "Common Stock." The rights preferences and limitations of shares of the Class A Common Stock and the Class B Common Stock is as follows:

1. Voting Rights. (a) The holders of shares of Class A Common Stock shall be entitled to vote on each matter on which the shareholders of the corporation shall be entitled to vote generally, and each holder of shares of Class A Common Stock shall be entitled to one vote for each such share held by such holder.

(b) The holders of shares of Class B Common Stock shall not have any voting rights, except as otherwise required by applicable law with respect to any particular matter, in which case each holder of shares of Class B Common Stock shall be entitled to vote (at the rate of one vote per share of Class B Common Stock held) only with other holders of shares of Class B Common Stock as a single class on such matter, except as otherwise required by applicable law.

2. Dividends. The Board of Directors of the corporation may cause dividends to be paid to the holders of shares of Common Stock out of funds legally available for the payment of dividends by declaring an amount per share as a dividend. When and as dividends or other distributions (including, without limitation, any grant or distribution of securities or indebtedness convertible or exchangeable into shares of capital stock of the corporation or options, warrants or rights to subscribe for or purchase shares of capital stock of the corporation or securities or indebtedness convertible or exchangeable into shares of capital stock of the corporation) are declared, whether payable in cash, in property or in shares of capital stock of the corporation, other than in shares of Common Stock, securities or indebtedness convertible or exchangeable into shares of Common Stock or options, warrants or rights to

subscribe for or purchase shares of Common Stock or securities or indebtedness convertible or exchangeable into shares of Common Stock, the holders of shares of Class A Common Stock and Class B Common Stock shall be entitled to share equally, share for share, in such dividends or other distributions as if all such shares were of a single class. No dividend or other distribution shall be declared or paid in shares of Common Stock, securities or indebtedness convertible or exchangeable into shares of Common Stock or options, warrants or rights to subscribe for or purchase shares of Common Stock or securities or indebtedness convertible or exchangeable into shares of Common Stock, except a dividend or other distribution payable to all of the holders of shares of Common Stock, ratably according to the number of shares of Common Stock held by them, in shares of Class A Common Stock or securities or indebtedness convertible or exchangeable into shares of Class A Common Stock or options, warrants or rights to subscribe for or purchase shares of Class A Common Stock or securities or indebtedness convertible or exchangeable into shares of Class A Common Stock to holders of shares of that class of Common Stock and shares of Class B Common Stock or securities or indebtedness convertible or exchangeable into shares of Class B Common Stock or options, warrants or rights to subscribe for or purchase shares of Class B Common Stock or securities or indebtedness convertible or exchangeable into shares of Class B Common Stock to holders of shares of that class of Common Stock.

3. Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of shares of Common Stock shall be entitled to share ratably according to the number of shares of Common Stock held by them in all assets of the corporation available for distribution to the holders of shares of Class A Common Stock and Class B Common Stock.

4. Conversion. (a) Each share of Class B Common Stock shall be convertible into one share of Class A Common Stock, at any time and from time to time, upon delivery to the corporation of a certificate, signed by or on behalf of the holder or holders seeking such conversion, to the effect that such conversion and the holding of shares of Class A Common Stock by such holder or holders are permitted under then applicable law, in form and substance reasonably acceptable to the corporation. Any conversion of shares of Class B Common Stock into shares of Class B Common Stock pursuant to this Paragraph 4 shall be effected by the delivery to the corporation at its principal executive office of the certificates representing the shares of Class B Common Stock to be converted, duly endorsed, together with written instructions that such shares are to be converted and the required certificate described herein.

(b) The corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting conversions pursuant to this Paragraph 4, the full number of shares of Class A Common Stock from time to time issuable upon the conversion of all shares of Class B Common Stock then outstanding and entitled to convert, and shall take all such action and obtain all such permits or orders as may be necessary to enable the corporation lawfully to issue such shares upon any such conversion. In addition, the corporation shall also reserve and keep available such other securities and property as may from time to time be deliverable upon conversion of shares of Class B Common Stock and shall take all such action and obtain all such permits or orders as may be necessary to enable the corporation lawfully to deliver such other securities and property upon any such conversion. So long as any shares of Class B Common Stock shall be

outstanding, the corporation shall take all corporate action necessary in order that the corporation may validly and legally issue fully paid and nonassessable shares of Class A Common Stock upon any conversion thereto.

5. Subdivisions and Combinations. If shares of either class of Common Stock are to be subdivided or combined, then shares of both classes of Common Stock shall be so subdivided or combined.

6. Regulated Shareholders. The corporation shall not convert or, directly or indirectly, redeem, purchase, acquire or take any other action affecting outstanding shares of capital stock of the corporation if such action would increase the percentage of the outstanding voting securities of the corporation owned or controlled by any Regulated Shareholder and its Affiliates (other than a shareholder that waives in writing its rights under this Article FOURTH), unless the corporation gives written notice (the "Deferral Notice") of such action to each Regulated Shareholder. The corporation shall defer making any such conversion, redemption, purchase or other acquisition, or taking any such other action, for a period of 20 days (the "Deferral Period") after giving the Deferral Notice in order to allow each Regulated Shareholder to determine whether it wishes to take any action with respect to the shares of Class A Common Stock it owns, controls or has the power to vote, and if any Regulated Shareholder then elects to take any action with respect to any such shares of Class A Common Stock, it shall notify the corporation in writing within 10 days of the issuance of the Deferral Notice, in which case the corporation shall promptly notify from time to time prior to the end of such 20-day period each other Regulated Shareholder of each proposed action. The corporation shall not, directly or indirectly, redeem, purchase, acquire or take any other action affecting outstanding shares of Common Stock if such action would increase the percentage of the outstanding shares of Common Stock owned or controlled by any Regulated Shareholder and its Affiliates (other than a shareholder that waives in writing its rights under this Article FOURTH) to over 24.9% of the outstanding shares of Common Stock.

7. Defined Terms. As used in this Article, the following terms shall have the meanings set forth below:

(a) "Affiliate" shall mean, with respect to any person, any other person directly or indirectly controlling, controlled by, or under common control with, such person. For purposes of this definition, the term "control" (including, with correlative meaning, the terms "controlling," "controlled by" and "under common control with"), as used with respect to any person, shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such person, whether through the ownership of voting securities or by contract or otherwise.

(b) "Regulated Shareholder" shall mean (i) any shareholder that is subject to the provisions of Regulation Y of the Board of Governors of the Federal Reserve System ("Regulation Y"), 12 C.F.R. Part 225 (or any successor to such Regulation), and that holds shares of Common Stock or securities or indebtedness convertible or exchangeable into such shares, so long as such shareholder shall hold, and only with respect to, such shares of Common Stock or the shares issuable upon conversion or exchange of such securities or indebtedness, (ii) any Affiliate of any such Regulated Shareholder that is a transferee of any

shares of Common Stock or securities or indebtedness convertible or exchangeable into such shares, so long as such Affiliate shall hold such shares of Common Stock or securities or indebtedness, and (iii) any person to which such Regulated Shareholder or any of its Affiliates has transferred such shares, securities or indebtedness so long as such transferee shall hold, and only with respect to, any such shares or the shares issuable upon conversion or exchange of such securities or indebtedness but only if such person (or any Affiliate of such person) is subject to the provisions of Regulation Y.

FIFTH: The name and mailing address of the incorporator is: Nancy S. Koerbel, Kirkpatrick & Lockhart LLP, 1500 Oliver Building, Pittsburgh, Pennsylvania 15222.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the By-laws of the corporation.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH: The corporation shall indemnify, to the fullest extent now or hereafter permitted by law, each director or officer of the corporation who was or is made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. Without limiting the generality of the effect of the foregoing, the corporation may enter into one or more agreements with any person to provide for indemnification greater or different than that provided in this Article.

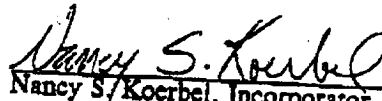
A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided however, that this provision shall not eliminate or limit the liability of a director to the extent that such elimination or limitation of liability is expressly prohibited by the General Corporation Law of the State of Delaware as in effect at the time of the alleged breach of duty by such director.

Any repeal or modification of this Article by the stockholders of the corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article. The rights conferred by this Article shall not be exclusive of any other right which the corporation may now or

hereafter grant, or any person may have or hereafter acquire, under any statute, provision of this Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise. The rights conferred by this Article shall continue as to any person who has ceased to be a director or officer of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

For the purposes of this Article, the term "authorized representative" shall mean a director, officer, employee or agent of the corporation or of any subsidiary of the corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the corporation or by any subsidiary of the corporation, or a person who is or was serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the corporation.

THE UNDERSIGNED, being the incorporator named above, for the purposes of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 2 day of July, 1999,


Nancy S. Koerbel, Incorporator

**CERTIFICATE OF OWNERSHIP AND MERGER
BY
MBT INTERNATIONAL CORP.**

Pursuant to Section 253(a) of the Delaware General Corporation Law, MBT International Corp., a Delaware corporation,

DOES HEREBY CERTIFY:

FIRST: That MBT International Corp. was incorporated on the 2nd day of July, 1999, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That MBT International Corp. owns all of the outstanding shares of capital stock of MBT International, Inc., a South Carolina corporation.

THIRD: That MBT International Corp., by the following resolutions of its Board of Directors, duly adopted by Unanimous Written Consent dated July 15, 1999, and in accordance with the South Carolina Business Corporation Act of 1988, determined to merge MBT International, Inc. into MBT International Corp., and hereby does so merge effective upon filing of this Certificate of Ownership and Merger in the State of Delaware by MBT International Corp.

"RESOLVED that MBT International, Inc. be merged into MBT International Corp., and that MBT International Corp. assume all of the assets, rights, obligations and liabilities of MBT International, Inc. effective upon filing of this Certificate of Ownership and Merger in the State of Delaware by MBT International, Inc.;

RESOLVED that upon effectuation of the merger. MBT International Corp.'s name will be changed to "MBT International, Inc."

RESOLVED that the appropriate officers of MBT International Corp. be, and each of them hereby is, authorized and directed to cause to be prepared and executed a Plan of Merger which, among other things, shall provide that at the Effective Time, the shares of common stock of MBT International, Inc. shall be retired and canceled and the certificates representing such shares shall be surrendered for cancellation, without consideration. MBT International Corp., the Surviving Corporation, shall deliver stock certificates representing outstanding shares of MBT International Corp.'s common stock to all persons who, prior to the Effective Time, were holders of common stock of MBT International, Inc.;

RESOLVED that the appropriate officers of MBT International Corp. be, and each of them hereby is, authorized and directed to cause to be prepared and executed Certificate of Ownership and Merger setting forth a copy of these resolutions and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware; and

RESOLVED that the appropriate officers of MBT International Corp. be, and each of them hereby is, authorized and directed to cause to be prepared and executed a Articles of Merger and to cause the same to be filed with the Secretary of State of the State of South Carolina; and

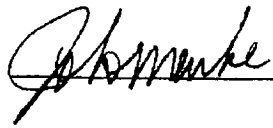
RESOLVED, that the appropriate officers of MBT International Corp. be, and each of them hereby is, authorized and directed to take all such further actions and to execute all such further documents as are deemed necessary or advisable to effect the foregoing resolutions."

WITNESS the due execution hereof as of the 15 day of July, 1999.


ATTEST:

MBT INTERNATIONAL CORP.

By:

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By:

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