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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

MATRIX INTERFUNDING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

MATRIX INTERFUNDING, INC.

I, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS OF CORPORATION

The name and address of the corporation shall be: **MATRIX INTERFUNDING, INC.** located at 814 Ponce de Leon Boulevard, Suite 410, Coral Gables, Florida 33134.

ARTICLE II

DURATION OF CORPORATION

The corporation shall have a perpetual existence which shall begin on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

PURPOSE

The general purpose for which the corporation is organized includes the transaction of all lawful business for which corporation may be incorporated under this Chapter.

ARTICLE IV

AUTHORIZED CAPITAL

The corporation shall be authorized to issue 1,000 shares common stock of \$1.00 par value, for the total authorized capital of \$1,000.00.

Prepared By:
Enrique J. Ventura, Jr., Esq.
Florida Bar No. 794937
255 University Drive
Coral Gables, Florida 33134
(305) 444-0032

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ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Enrique J. Ventura, Jr.:
255 University Drive, Coral Gables, Florida 33134.

ARTICLE VII

DIRECTORS

This corporation shall have two (2) directors, initially. The name and street address of the initial member of the Board of Director is:

- | | | |
|----|-----------------|---|
| 1. | Manuel Iglesias | 814 Ponce de Leon Blvd., Suite 410
Coral Gables, Florida 33134 |
| 2. | Terri Jaramillo | 814 Ponce de Leon Blvd., Suite 410
Coral Gables, Florida 33134 |

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is:

Enrique J. Ventura, Jr., Esquire
255 University Drive, Coral Gables, Florida 33134

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ARTICLE IX

OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President

Manuel Iglesias
255 University Drive
Coral Gables, Florida 33134

Secretary

Terri Jaramillo
255 University Drive
Coral Gables, Florida 33134

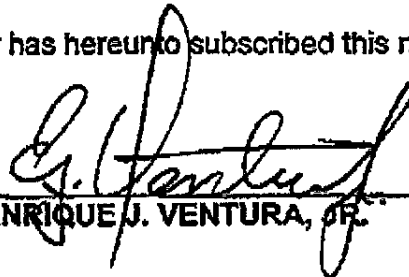
Vice-President

Terri Jaramillo
255 University Drive
Coral Gables, Florida 33134

Treasurer

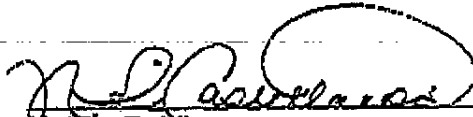
Terry Jaramillo
255 University Drive
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the Incorporator has hereunto subscribed this name, on the 6th day of January, 2000.


ENRIQUE J. VENTURA, JR.

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 6th day of January, 2000, by Enrique J. Ventura Jr., who is ✓ personally known or produced as identification.


Notary Public,
State of Florida at Large
Print/Type Name:

My Commission Expires:

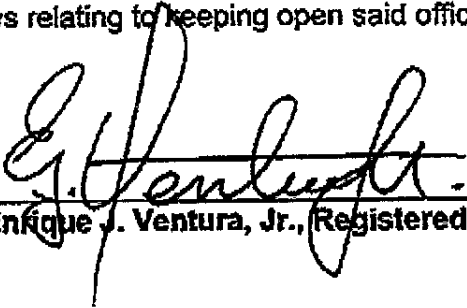


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ACKNOWLEDGMENT

Having been designated to accept service of process for the above named corporation, at the place designated in this Certificate, and agree to comply with the provisions of the Florida Laws relating to keeping open said office.


Enrique J. Ventura, Jr., Registered Agent

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