

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO000005683

Matanzas Ventures, Inc.

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*****78.75 *****78.75

- Art of Inc. File Cert.
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
00 JAN 19 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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00 JAN 19 AM 10:50
SECRETARY OF STATE
DIVISION OF CORPORATE & FINANCIAL SERVICES
TALLAHASSEE, FLORIDA

P. SMITH JAN 19 2000

Signature _____

Requested by: cm

1-19 10:05

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
MATANZAS VENTURES, INC.

FILED
00 JAN 19 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this Corporation is MATANZAS VENTURES, INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 1777 S.E. 15TH STREET, #506, FT. LAUDERDALE, FL 33316.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be, 1777 S.E. 15TH STREET, #506, FT. LAUDERDALE, FL 33316.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE

DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 1777 S.E. 15TH STREET, #506, FT. LAUDERDALE, FL 33316, and the name of the initial registered agent of this Corporation at that address is MICHAEL KOTLER.

ARTICLE 8

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is MICHAEL KOTLER, whose address is 1777 S.E. 15TH STREET, #506, FT. LAUDERDALE, FL 33316.

ARTICLE 9

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

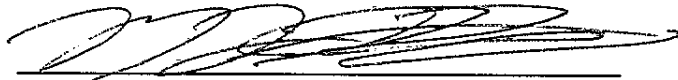
ARTICLE 10
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11
MEETINGS BY TELECONFERENCING

Any and all meetings of the Directors or officers may be attended in person or by telephone or other form of electronic conferencing.

The undersigned Incorporator has executed these Articles of Incorporation this 14th day of January, 2000



MICHAEL KOTLER, Incorporator

DESIGNATION OF REGISTERED AGENT

FOR

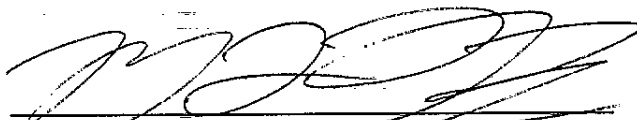
MATANZAS VENTURES, INC.

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

MATANZAS VENTURES, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named, MICHAEL KOTLER, whose address is 1777 S.E. 15TH STREET, #506, FT. LAUDERDALE, FL 33316, as its registered agent for service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.



MICHAEL KOTLER

00 JAN 19 AM 11: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED