

TRANSMITTAL LETTER

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 10 AM 10:37

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

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-06/10/99--01050--010
*****78.75 *****78.75

SUBJECT: MATRIX INTERNATIONAL Corporation
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: EDUARDO J. SANABRIA
Name (Printed or typed)
14514 SW 57 TERRACE
Address
MIAMI FL 33183
City, State & Zip
(305) 984-9092
Daytime Telephone number

Eduardo Sanabria GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. F
DATE 6/14/99
DOC. EXAM. Clair Brown

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF
MATRIX INTERNATIONAL CORPORATION

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Article I Name

The name of the corporation shall be MATRIX INTERNATIONAL CORPORATION

Article II Principal Office

The principal place of business and mailing address of this corporation shall be
14514 SW 57 Terrace, Miami Florida 33183

Article III Shares

The number of stock that this corporation is authorized to have outstanding at any one time in six million. Each share will be worth 0.001 dollar and all of these will be common stocks. The shareholder of the corporation is Eduardo J. Sanabria with six million shares.

Article IV Registered Agent

The name and address of the initial registered agent is Eduardo J. Sanabria, 14514 SW 57 Terrace, Miami Florida 33183.

Article V Incorporator

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

**Eduardo J. Sanabria
14514 SW 57 Terrace
Miami Florida 33183**

Article VI Fiscal Year

The tax year for the corporation starts on January first of every year and ends on December thirty one.

Article VII Purposes of the Corporation

The purposes of the corporation is to: manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in goods, wares, merchandise, materials of any kind and description and provide hotel, restaurant and condominium services.

The undersigned incorporator has executed these articles of incorporation this first day of june of 1999.



Eduardo J. Sanabria

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**Certificate of Designation of
Registered Agent/Registered Office**

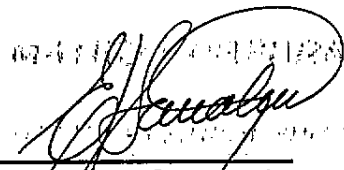
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is MATRIX INTERNATIONAL CORPORATION

The name and address of the registered Agent and Office is:

**Eduardo J. Sanabria
14514 SW 57 Terrace
Miami Florida 33183**

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.


Eduardo J. Sanabria
06/01/99