Nancy Fuentes
905 Brickell Bay Drive - Suite 1822
Miami, Florida 33131

P98000071203

June 1, 1999

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

600002613726--9
-08/12/98--01030--011
****122.50 ****122.50

RE: **MATICES INTERNATIONAL, INC.**

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of $122.50 is enclosed which represents the following fees:

Filing Fee:	$35.00
Certified Copy:	$52.50
Registered Agent Fee:	$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely yours,

Nancy Fuentes

Enclosures

FILED
98 AUG 12 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH AUG. 14 1998

ARTICLES OF INCORPORATION
OF
MATICES INTERNATIONAL, INC.,
a Florida corporation

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

FILED
98 AUG 12 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
CORPORATE NAME
&
CORPORATE MAILING ADDRESS

The name of the corporation is **MATICES INTERNATIONAL, INC.**

The mailing address is: **7840 N.W. 55 Street**
Miami, Florida 33166

ARTICLE II.
NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.
CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of stock having a par value of $0.10 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.
PREEMPTIVE RIGHTS

All shareholders of the corporation shall be vested with full preemptive rights.

ARTICLE V.
EXISTENCE

The corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI.
INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and registered office in the State of Florida are:

INITIAL REGISTERED AGENT: Archer Hallett

INITIAL REGISTERED OFFICE: 7840 N.W. 55 Street
Miami, Florida 33166

ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



Archer Hallett

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is One (1). The number of Directors may be increased or decreased from time, by the By-Laws adopted by the Shareholders, but shall never be less than One nor more than Seven (7).

ARTICLE VIII.
INITIAL DIRECTOR

The name and address of the member of the initial Board of Director is:

Mario Vingerhoets
7840 NW 55 Street
Miami, Florida 33166

FILED
98 AUG 12 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX.
CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each Shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he or she would be entitled to case for the election of Directors with respect to his or her shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

ARTICLE X.
INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

Mario Vingerhoets
7840 NW 55 Street
Miami, Florida 33166

ARTICLE XI.
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 28 day of May, 1998.

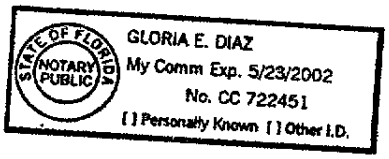
Incorporator

Mario Vingerhoets

State of Florida)
) **ss:**
County of Dade)

BEFORE ME, the undersigned authority duly qualified to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared MARIO VINGERHOETS, personally known to me, and he is Incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in Miami, Dade County, Florida this 22 day of May, 1998.



Notary Public, State of Florida at Large

My commission expires: