

Division of Corporations

F01000002542

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : SMALL BUSINESS RESOURCES, INC.
Account Number : 110232002057
Phone : (407)298-4646
Fax Number : (407)297-0588

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

Matis International Corp.

Certificate of Status	0
Certified Copy	0
Page Count	05
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 8, 2001

SMALL BUSINESS RESOURCES, INC.

SUBJECT: MATIS INTERNATIONAL CORP.
REF: W01000010442

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H01000064089
Letter Number: 601A00027664

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**Resolution
Matis International Corp.**

FIRST:

The original name of the corporation is:
Matis International Corp.

SECOND:

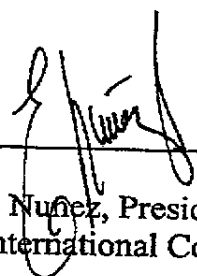
Be it resolved, that because the company name, Matis International Corp. is not currently available for use in the state of Florida, the Board of Governors has unanimously agreed to use the following name for the record in the State of Florida:

Matis International Import Corp.

THIRD:

This resolution was adopted unanimously by the officers of the corporation on the tenth day of May, 2001, to be effective immediately.

Dated: May 10, 2001

By 
Eduardo Nunez, President
Matis International Corp.

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TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO FLORIDA DIVISION OF CORPORATIONS TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Matis International Corp.
2. Incorporated under the laws in the State of Texas
3. FEI#76-0648988
4. Incorporated on July 10, 2000
5. Of perpetual duration
6. Will transact business in the State of Florida "upon qualification."
7. Principal office address & Current mailing address
8979 Heritage Bay Circle
Orlando, FL 32836
8. The purpose of the corporation is organized is the transaction of business of any and all lawful business for which a corporation may incorporated under the Texas Business Corporation Act.
- 9 Name & street address of Florida Registered Agent:
Eduardo Nunez
8979 Heritage Bay Circle
Orlando, FL 32836

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 TALLAHASSEE, FLORIDA

*Judith E. Dacey, C.P.A.
 Small Business Resources Inc.
 773 S Kirkman Rd. Ste. 118
 Orlando, FL 32811*

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Page 2
Foreign Registration
Matis International Corp.

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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 Nunez, Registered Agent

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TALLAHASSEE, FLORIDA

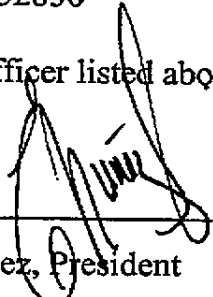
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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction of the State of Texas under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

Eduardo Nunez, Chairman
President
8979 Heritage Bay Circle
Orlando, FL 32836

13. Signature of Officer listed above



Eduardo Nunez, President

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

MATIS INTERNATIONAL CORP.
File No. 1588913-0

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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TALLAHASSEE, FLORIDA



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on May 10, 2001.*

Henry Cuellar
Secretary of State DAA