



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 13 AM 9:36

ARTICLES OF INCORPORATION  
FOR  
MATRIXTECHNOLOGIESINC.

THE NAME OF THE CORPORATION SHALL BE; MATRIXTECHNOLOGIESINC., THE ADDRESS %414  
TURNER ST. CLEARWATER FL 33756 THE UNDERSIGNED INCORPORATOR, BEING A NATURAL  
PERSON, HEREBY FILES THESE ARTICLES OF INCORPORATION TO FORM A CORPORATION UNDER  
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

A. THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED SHALL BE TO ENGAGE IN  
THE BUSINESS OF PURCHASING, ACQUIRING, OWNING, LEASING, SELLING, TRANSFERRING,  
ENCUMBERING, GENERALLY ENGAGED IN ANY LEGAL AND LAWFUL BUSINESS IN THE STATE OF  
FLORIDA WITH ALL NEEDS AND SUPPLIES AND/OR ACCESSORIES USED IN CONNECTION  
THEREWITH; AND THE PURCHASING, ACQUIRING, OWNING, SELLING, AND GENERALLY DEALING IN  
ALL TYPES OF SUPPLIES USED IN CONNECTION WITH SUCH RELATED PROPERTY.

B. TO PURCHASE, ACQUIRE, OWN, LEASE, SELL, TRANSFER, ENCUMBER, REPAIR, RENOVATE  
AND SERVICE ALL TYPES OF PROPERTY, REAL AND PERSONAL CONNECTED IN ANY MANNER  
WHATSOEVER WITH THE OPERATION OF THIS BUSINESS.

C. TO HAVE ONE OR MORE OFFICES, STORES, OR PLACES OF BUSINESS TO CONDUCT ITS  
BUSINESS AND PROMOTE ITS OBJECTS WITHIN OR WITHOUT THE STATE OF FLORIDA WITHOUT  
RESTRICTIONS AS TO PLACE OR AMOUNT.

D. FOR ANY OTHER LAWFUL PURPOSE OF THE CORPORATION TO ENTER INTO, MAKE OR  
PERFORM CONTRACTS OF EVERY KIND WITH ANY PERSON, FIRM, ASSOCIATION OR  
CORPORATION, MUNICIPAL BODY, POLITICAL, COUNTRY, TERRITORY, STATE OR GOVERNMENT AND  
WITHOUT LIMITATION TO BORROW MONEY AND CONTRACT DEBTS WHEN NECESSARY IN THE  
TRANSACTION OF ITS BUSINESS FOR THE EXERCISE OF ITS CORPORATE RIGHTS, PRIVILEGES, OR  
FRANCHISES, OR FOR ANY OTHER LAWFUL PURPOSE OF ITS INCORPORATION; TO ISSUE BONDS,  
PROMISSORY NOTES, DRAFTS, BILLS OF EXCHANGE, DEBENTURES AND OTHER, OBLIGATIONS  
AND EVIDENCES OF INDEBTEDNESS, SECURED OR UNSECURED, PAYABLE AT SPECIFIED TIME OR  
TIMES FOR ANY AND ALL OBJECTS AND PURPOSES OF THIS CORPORATION.

E. TO DO ALL AND EVERYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OF  
ANY OF THE PURPOSES OR THE ATTAINING OF ANY OF THE OBJECTS OR THE FURTHERANCE OF

ANY OF THE POWERS ENUMERATED IN THIS CERTIFICATE OF INCORPORATION OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE PROTECTION AND BENEFIT OF THIS CORPORATION.

THE FOREGOING PARAGRAPHS SHALL BE CONSTRUED AS ENUMERATING BOTH OBJECTS AND POWERS OF THIS CORPORATION; AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE POWERS OF THIS CORPORATION TO DO ALL OR ANYTHING THAT IS LAWFUL.

#### ARTICLE II

##### CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND TO HAVE OUTSTANDING AT ANY ONE TIME SHALL BE 7500 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$1.00.

#### ARTICLE III

THIS CORPORATION IS TO EXIST PERPETUALLY.

#### ARTICLE IV

##### ADDRESS

THE INITIAL STREET ADDRESS OF THE INITIAL REGISTERED AGENT OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: JAMES T. RIFFE, %414 TURNER ST. CLEARWATER FL 33756.

THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION AT SUCH ADDRESS IS : JAMES T. RIFFE.

#### ARTICLE V

##### DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR, INITIALLY THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE SHAREHOLDERS.

#### ARTICLE VI

##### INITIAL DIRECTORS

THE NAME AND ADDRESS OF THE INITIAL DIRECTOR IS: JAMES T. RIFFE, %414 TURNER ST. CLEARWATER FL 33756.

#### ARTICLE VII

THE INITIAL NAME AND ADDRESS OF EACH INITIAL INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS JAMES T. RIFFE, %414 TURNER ST. CLEARWATER FL. 33756.

ARTICLE VIII

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE IX

THE EXISTING STOCKHOLDERS AT THE TIME OF ANY ISSUANCE OF AUTHORIZED SHARES OF STOCK SHALL HAVE, ON A PRO-RATA BASIS, A FIRST REFUSAL RIGHT TO ACQUIRE SAID SHARES BEING ISSUED. IF ANY STOCKHOLDER SHALL ELECT TO DISPOSE OF ANY SHARES OF STOCKS OWNED BY HIM, THE CORPORATION SHALL HAVE FIRST REFUSAL RIGHT TO ACQUIRE SAID SHARES BEING DISPOSED OF.

I HEREBY AM FAMILIAR AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR THIS CORPORATION.

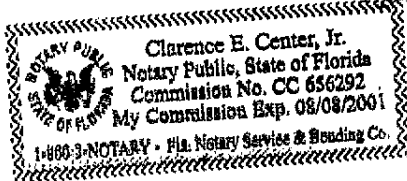
  
JAMES T. RIFFE  
INCORPORATOR AND REGISTERED AGENT

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF PINELLAS)

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME A NOTARY PUBLIC, IN AND FOR THE STATE OF FLORIDA AT LARGE, JAMES T. RIFFE WELL KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE SIGNED AND EXECUTED SET FORTH. WITNESS MY HAND AND OFFICIAL SEAL AT CLEARWATER FLORIDA, SAID COUNTY AND STATE, ON THIS 10th DAY OF Jan 2000

MY COMMISSION EXPIRES:

NOTARY PUBLIC



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