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J. MARVIN GUTHRIE, P.A.  
ATTORNEY AT LAW  
1230 MYRTLE AVENUE SOUTH, SUITE 101  
CLEARWATER, FLORIDA 33756

FILED  
00 MAY 25 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE  
(727) 449-1600  
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(727) 449-0081

J. MARVIN GUTHRIE  
BOARD CERTIFIED IN TAXATION

May 22, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32301

70000326657--3  
-05/25/00--01061--005  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: American Matrix Corp.

Dear Sir or Madam:

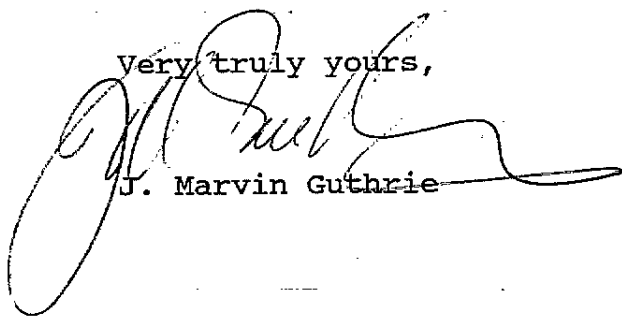
Enclosed herewith for filing are the Articles of Incorporation and designation of Registered Agent for the above-referenced corporation.

Also enclosed is this firm's check made payable to your order in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
	\$122.50

We would appreciate your forwarding the certified copy of the Articles to this office.

Very truly yours,



J. Marvin Guthrie

JMG:scd  
Enclosures

D. BROWN JUN - 2 2000

ARTICLES OF INCORPORATION  
OF  
AMERICAN MATRIX CORP.

FILED  
00 MAY 25 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I.

NAME.

The name of this corporation shall be AMERICAN MATRIX CORP., and the initial principal office and mailing address of the corporation shall be 75 Woodcutter Lane, Palm Harbor, FL 34683.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$1.00 par value.

V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 75 Woodcutter Lane, Palm Harbor, Florida 34683 and the name of the initial registered agent of this corporation at that address is Robert M. Davies.

VI.

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Robert M. Davies	75 Woodcutter Lane Palm Harbor, FL 34683
David W. Lundy	1876 Lake Avenue, S.E. Unit C Largo, FL 33771
Henry A. Stavinga	1950 Lake Avenue, S.E. Largo, FL 33771

VII.

INCORPORATOR

The name and address of the person signing these Articles is:

Robert M. Davies	75 Woodcutter Lane Palm Harbor, FL 34683
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VIII.

INDEMNIFICATION

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

IX.

AMENDMENT

The 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, the undersigned subscriber has executed these Articles of Incorporation this 22<sup>nd</sup> day of May, A.D. 2000.

*Robert M. Davies*  
Robert M. Davies

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared ROBERT M. DAVIES, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 22<sup>nd</sup> day of May, A.D. 2000.

*Susan C. Di Sanza*  
{signature}

Susan C. Di Sanza  
{printed name}

NOTARY PUBLIC  
My Commission Expires:



J. MARVIN GUTHRIE,  
P. A.  
ATTORNEY AT LAW  
1230 MYRTLE AVENUE SOUTH  
SUITE 101  
CLEARWATER, FLORIDA 33756  
(727) 449-1600

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That AMERICAN MATRIX CORP. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Palm Harbor, Florida, County of Pinellas, State of Florida, has named Robert M. Davies, 75 Woodcutter Lane, Palm Harbor, Florida 34683, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Robert M. Davies  
Robert M. Davies

FILED  
00 MAY 25 PM 4: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA