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MATRIX America, Inc.
1635 W. DONEGAN
KISSIMMEE, FL. 34744

JUNE 16, 2000

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-06/23/00--01030--010
*****70.00 *****70.00

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

Re: MATRIX, INC.

Dear Sir/Madam:

Attached please find one original and one copy of the Articles of Incorporation and a check in the amount of $ 70.00 for the filing fees.

If you need additional information please advise.

Sincerely,

NIAZ AHMAD
PRESIDENT

FILED
00 JUL 10 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-13-00

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 27, 2000

NIAZ AHMAD
1635 W. DONEGAN
KISSIMMEE, FL 34744

SUBJECT: MATRIX, INC.
Ref. Number: W00000016348

We have received your document for MATRIX, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

Please return the original and one copy of 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) 487-6930.

Carolyn Gurr
Document Specialist

Letter Number: 400A00036193

00 JUL 10 AM 9:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MATRIX AMERICA, INC.

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

1. NAME: The name of the corporation is:

MATRIX AMERICA, INC.
1635 W. DONEGAN
KISSIMMEE, FL. 34744

2. PRINCIPAL OFFICE/ MAILING ADDRESS: The principal office of the corporation is:

MATRIX AMERICA, INC.
1635 W. DONEGAN
KISSIMMEE, FL. 34744

3. SHARES: The number of shares the corporation is authorized to issue is 1,000 shares, $ 1.00 par value.

4. INITIAL REGISTERED OFFICE AND AGENT. The name and street address of the initial registered agent and office of corporation is:

NIAZ AHMAD
MATRIX AMERICA, INC.
1635 W. DONEGAN
KISSIMMEE, FL. 34744

5. INCORPORATOR AND INITIAL DIRECTOR: The name and address of the incorporator and initial director is:

NIAZ AHMAD
MATRIX AMERICA, INC.
1635 W. DONEGAN
KISSIMMEE, FL. 34744

6. PURPOSE: The purpose of this corporation is to engage in any and all lawful business purposes allowed under laws of the state of Florida.

7. MEETING BY CONFERENCE TELEPHONE: Members of the board of Directors may participate in special, regular, annual meetings of the Board of Directors by means of conference telephone or other similar medium of communications equipment as provided by law.

8. INDEMNIFICATION: The corporation is empowered to indemnify any officer or director, or any former officer or director in the manner set forth and provided for in the by laws of this corporation and pursuant to the provisions of section 607.0880 of the Florida statutes, as amended.

9. AMENDMENT OF ARTICLES AND BY LAWS. The power to adopt, alter, amend or repeal the articles of incorporation or bylaws of this corporation shall be vested in the directors by a majority vote.

10. INFORMATION ACTION OF DIRECTORS AND SHAREHOLDERS:

If the required majority of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it had been authorized at a regular meeting of the board of directors or shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of Incorporation this____________day of JUNE, 2000.

____
Incorporator

Having been named as resident agent for the above state corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505 of Florida Statutes.

____
Resident Agent

FILED
00 JUL 10 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA