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GARY B. SACK
ATTORNEY AND COUNSELOR AT LAW

1900 PALM BAY ROAD NORTHEAST
PALM BAY, FLORIDA 32905

TELEPHONE (407) 837-1116
FACSIMILE (407) 727-1655

August 4, 2000

Secretary of State of Florida
Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

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-08/10/00--01066--009
*****70.00 *****70.00

RE: 'MATER WORLD, INC.

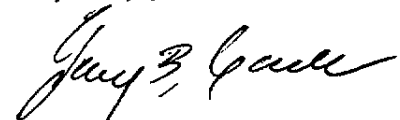
Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the captioned corporation. A check in the amount of \$70.00 for filing fee is also enclosed.

Please approve and file the original and return a copy of this office.

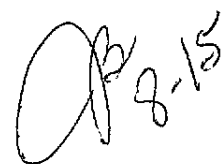
Thank you for your assistance in this matter.

Very truly yours,


Gary B. Sack

/rn
Encls.

FILED
00 AUG 10 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 8-15

ARTICLES OF INCORPORATION

OF

' MATER WORLD, INC.

FILED

00 AUG 18 PM 4:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber of these Articles of Incorporation, a natural person, competent to contract, forms a corporation under the laws of the State of Florida, and further agrees to the following conditions of said corporation.

ARTICLE I

NAME

The name of the corporation is: ' **MATER WORLD, INC.**

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing the date of the filing of these Articles.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transaction of any or all lawful business.

ARTICLE IV

AUTHORIZED STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of one cent (\$.01) per share.

ARTICLE V

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI

INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 915 Newfound Harbour Drive, Merritt Island, Florida 32952, and the name of the initial registered agent of this corporation is Gary B. Sack, 1900 Palm Bay Road, NE, Suite G, Palm Bay, FL 32905.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial Director of this corporation is:

GARY B. SACK	1900 Palm Bay Road, NE Suite G Palm Bay FL 32905
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ARTICLE VIII

INCORPORATOR

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

GARY B. SACK	1900 Palm Bay Road, NE, Ste. G Palm Bay FL 32905
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ARTICLE IX

OFFICERS

The sole officer of this corporation shall be a President, and such others as may be provided for in the By-Laws.

ARTICLE X

MANAGEMENT OF THE CORPORATION
BY THE SHAREHOLDERS

All management powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the director of the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 4th day of August, 2000.




GARY B. SACK, ESQUIRE

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 4th day of August, 2000, by GARY B. SACK, who is personally known to me.



Linda A. Napier, NOTARY PUBLIC
Commission No.: CC 938260
Commission Expires: 05/18/04



Linda A. Napier
Commission # CC 938260
Expires May 18, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in Article VI of these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



GARY B. SACK
1900 Palm Bay Road, NE
Suite G
Palm Bay FL 32905-7538
407-727-1111

Date: 8-4-00

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00 AUG 10 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA