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CORPORATION(S) NAME

Matbar Enterprises.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
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| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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**ARTICLES OF INCORPORATION OF
MATBAR ENTERPRISES, INC.**

ARTICLE I - NAME

The name of the corporation shall be MATBAR ENTERPRISES, INC.

ARTICLE II - PURPOSE AND DURATION

The Corporation shall exist perpetually, and is organized to engage in any business permitted by the laws of the State of Florida, and any of the other states, as well as the federal laws of the U.S.A.

ARTICLE III - CAPITAL STOCK

The Corporation shall have authority to issue 5,000 shares of one class of common stock of \$1.00 par value.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address of the principal office of the corporation shall be 800 SE 3rd Avenue, Suite 301, Ft. Lauderdale, FL 33316.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The registered agent shall be MARK J. LABATE, whose street address is 800 SE 3rd Avenue Suite 301, Fort Lauderdale, FL 33316.

ARTICLE VI - INCORPORATOR

-----The name of the incorporator is MARK J. LABATE, whose street address is 800 S.E. 3rd Avenue, Suite 301, Ft. Lauderdale, Florida 33316.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of two (2) persons, whose names and street addresses are:

ALFREDO MATERA

800 SE 3rd Avenue, Suite 301
Ft. Lauderdale, FL 33316

MARTIN BARRIOS

800 SE 3rd Avenue, Suite 301
Ft. Lauderdale, FL 33316

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ARTICLE VIII- BY LAWS

The initial bylaws of this corporation shall be adopted by the initial Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors may not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically state that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX AMENDMENTS

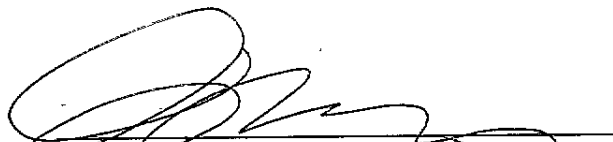
The shareholders reserve the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has set forth his hand and seal this 8th day of September, 2000.



MARK J. LABATE/Incorporator

DESIGNATION OF AND ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF MATBAR ENTERPRISES, INC.

MATBAR ENTERPRISES, INC. by and through its sole incorporator, MARK J. LABATE, hereby designates MARK J. LABATE as its initial registered agent, and designates his office, whose street address is 800 SE 3rd Avenue, Suite 301, Ft. Lauderdale, Florida 33316, as the initial registered office of the corporation.


MARK J. LABATE/Incorporator

I, MARK J. LABATE, being familiar with the obligations and responsibilities of a registered agent of a corporation, hereby accept the same.


MARK J. LABATE/
Registered Agent

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