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LAW OFFICES OF
NEIL S. SCHECHT, P.A.

Neil S. Schecht

* ALSO ADMITTED IN ILLINOIS

3426 West Kennedy Boulevard
Tampa, Florida 33609-2906
(813)-353-9500
FAX (813)-350-0300

September 11, 2000

Secretary of State
Division of Corporations
Filing Department
P.O. Box 6327
Tallahassee, Florida 32314

Re: Matthews and Company, Inc.

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-09/14/00-01057-004
*****70.00 *****70.00

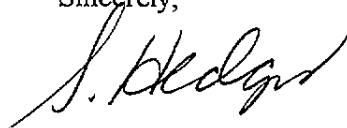
Dear Sir/Madam:

Enclosed herein please find the original and one copy of the Articles of Incorporation of Matthews and Company, Inc., along with our check in the amount of \$70.00 representing the filing fee.

I appreciate your help in getting this filed as soon possible. Thank you in advance for your assistance in this matter.

Please return the certified copy of the Articles of Incorporation to this undersigned and should you have any questions, please do not hesitate to call.

Sincerely,



Sandra V. Hedges
Paralegal

SVH/svh
enclosures

FILED
00 SEP 14 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch SEP 18 2000
T. Burch SEP 18 2000

ARTICLES OF INCORPORATION
OF
MATTHEWS AND COMPANY, INC.

FILED
00 SEP 14 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is MATTHEWS AND COMPANY, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3426 W. Kennedy Blvd., Tampa, FL 33609 and the name of the initial registered agent at such address is Neil S. Schecht.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of the corporation is 3314 Henderson Blvd., Suite 100, Tampa, Florida 33609.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of directors of the corporation is One (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Name

Address

CHARLES MATTHEWS

3314 Henderson Blvd., Suite 100, Tampa, FL 33609

ARTICLE VIII - INCORPORATORS

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

Name

Address

Neil S. Schecht

3426 W. Kennedy Blvd.
Tampa, FL 33609


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of September, 2000.


NEIL S. SCHECHT, INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared NEIL S. SCHECHT,
known to me to be the person who executed the foregoing Articles of Incorporation, who
is personally known to me and he acknowledged before me that he executed these Articles
of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State
and County aforesaid, this 14th day of September, 2000.


NOTARY PUBLIC, STATE OF FLORIDA

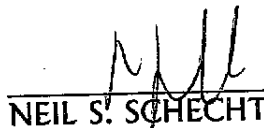
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MATTHEWS AND COMPANY,
INC. at the place designated in the Articles of Incorporation, NEIL S. SCHECHT agrees to
act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to
keeping open said office.

DATED this 14th day of September, 2000.




NEIL S. SCHECHT