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Corporate and Business Law

Real Property

Wills, Trusts, Estates

and Probate

March 1, 2001

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*****70.00 *****70.00

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

Re: Promatrix Technologies International, Inc.

Dear Sirs:

Enclosed herewith please find Articles of Incorporation and Designation of Resident Agent and Acceptance for the above referenced entity together with my trust account check in the amount of \$ 70.00 to cover filing fees.

Thank you for your attention to this matter.

Very truly yours,

DAVID L. KOUT

NO CORP

FILED
01 MAR -5 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DLK/mjb
enclosures

✓ T. Burch MAR 7 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PROMATRIX TECHNOLOGIES INTERNATIONAL, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporation:

ARTICLE I
NAME

The name of the corporation is PROMATRIX TECHNOLOGIES INTERNATIONAL, INC. .

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

The corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is one-hundred (100), all of which shall be common stock with par value of \$ 1.00.

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any un-issued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any un-issued or treasury shares.

ARTICLE VI
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 907 S. 21 Av., Hollywood, Florida 33020 and the name of the initial registered agent at that address is Peter B. Nicholson.

ARTICLE VII
DIRECTORS

7.01. The initial board of directors of the corporation shall consist of two (2) members.

7.02. The names and addresses of the first board of directors are:

Name	Address
BRIAN ATTWOOD P/T	2781 Ocean Club Blvd. # 204 Hollywood, Florida 33019
VICTORIA ATTWOOD VP/S	2781 Ocean Club Blvd. # 204 Hollywood, Florida 33019

ARTICLE VIII
INCORPORATORS


The name and address of the incorporator is:

Name	Address
BRIAN ATTWOOD	2781 Ocean Club Blvd. # 204 Hollywood, Florida 33019

ARTICLE IX
COMMENCEMENT OF EXISTENCE

The corporation shall commence it's existence on the date of the filing of these articles.

IN WITNESS WHEREOF, I have subscribed my name this 27th day of February, 2001.



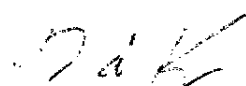
BRIAN ATTWOOD, Incorporator

STATE OF FLORIDA

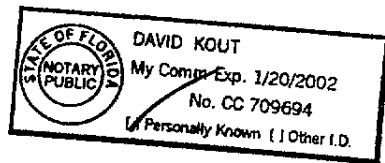
COUNTY OF BROWARD

On this 27th day of February, 2001, before me an officer duly authorized to take oaths and acknowledgements, personally appeared, BRIAN ATTWOOD known to me by personal knowledge to be the person whose name is subscribed to the instrument within, and he acknowledged that he executed the same for the purposes contained therein after (not) taking an oath.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



NOTARY PUBLIC, State of Florida



STATE OF FLORIDA
DEPARTMENT OF STATE


Certificate Designating Place of Business or Domicile for the
Service of Process Within this State and Naming Agent upon
Whom Process may be Served.

The following is submitted in compliance with Chapter
48.091, Florida Statutes:

PROMATRIX TECHNOLOGIES INTERNATIONAL, INC., a corporation
organizing under the laws of the State of Florida with it's
principal office at 907 S. 21 Av., in the city of Hollywood,
County of Broward, State of Florida, has named Peter B.
Nicholson located at 907 S. 21 Av., City of Hollywood,
County of Broward, State of Florida, as its agent to accept
service of process within this state.

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process:
to keep office open during prescribed hours; to post my name
(and any other officers of said corporation authorized to
accept service of process at the above Florida designated
address) in some conspicuous place in office as required by
Law.



PETER B. NICHOLSON,
Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR -5 PM 3:08

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