

PD1000076480

MATRIX REALTY, INC.
P.O. Box 1116
Ormond Beach, FL 32175-1116

July 31, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.50 *****78.50

RE: MATRIX REALTY, INC.

Gentlemen:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also, enclosed is our check in the amount of \$78.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return a certified copy of the Articles of Incorporation.

Thank you for your cooperation in this matter.

Very truly yours,
Matrix Realty, Inc.



R.W. Brown, Incorporator

01 AUG - 1 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Encls.

PS 8/3/01

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MATRIX REALTY, INC.**

ARTICLE I. NAME

The name of this corporation shall be: MATRIX REALTY, INC.

ARTICLE II. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 555 W. Granada Blvd., Ormond Beach, FL 32174.

ARTICLE III. MAILING ADDRESS

The mailing address of the Corporation is P. O. Box 1116, Ormond Beach, FL 32175.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7500 shares of common capital stock at a par value of \$1.00 per share.

ARTICLE V. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE VI. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VIII. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE IX. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be One. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors is: R. W. Brown, 555 W. Granada Blvd., Ormond Beach, FL 32174.

ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE XI. INITIAL REGISTERED OFFICE & AGENT

The name of the individual who shall serve as this corporation's initial registered agent and address is: R.W. Brown, 555 W. Granada Blvd., Ormond Beach, FL 32174.

ARTICLE XII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:
W. Brown, 555 W. Granada Blvd., Ormond Beach, FL 32174.



R.W. Brown- Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for MATRIX REALTY, INC.

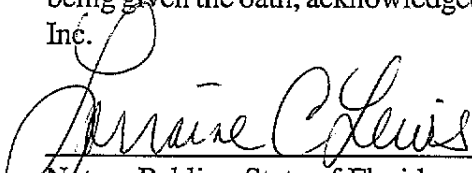


R.W. Brown - Registered Agent

01 AUG - 1 PM 12:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
County of Volusia

On July 31st, 2001, R.W. Brown, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced his Florida Driver's License, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation of MATRIX REALTY, Inc.



Notary Public - State of Florida
My commission expires: 12/25/04



(SEAL)

Articles of Incorporation – MATRIX REALTY, INC.