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BRODY, COHEN & WINIG, P.A.

ROBERT BRODY
RICHARD S. COHEN
STEVEN L. WINIG

ATTORNEYS AT LAW
CENTURION TOWER
1601 FORUM PLACE, SUITE 304
WEST PALM BEACH, FLORIDA 33401-8103

R. S. Cohen E-Mail:
rscohenesq@aol.com

TELEPHONE
(561) 684-9100

FACSIMILE
(561) 697-3648

June 11, 2002

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **MATHEWS UNDERGROUND, INC.**

100005762631--8
-06/12/02--01021--006
*****70.00 *****70.00

Gentlemen:

Enclosed please find the original and one copy of the above company's Articles of Incorporation. Please file the original and return a file-stamped copy of same to this office. Also enclosed is our client's check in the amount of \$70.00 made payable to the Florida Secretary of State to cover the cost of filing the Articles.

If you have any questions, please call.

Very truly yours,



RICHARD S. COHEN

ac
encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 12 AM 9:51

6-13-02
AC

ARTICLES OF INCORPORATION
OF
MATHEWS UNDERGROUND, INC.

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DIVISION OF CORPORATIONS
02 JUN 12 AM 9:51

Article I - Name

The name of this corporation is **MATHEWS UNDERGROUND, INC.**

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair, or exposition.

Article IV - Capital Stock

The corporation is authorized to issue one thousand (1,000) shares of common stock with no par value.

Article V - Principal Office and Registered Agent

The street address of the principal office of this corporation is 510 Business Parkway, Suite B, Royal Palm Beach, Florida, 33411. The name of the initial registered agent of this corporation is Richard S. Cohen, 1601 Forum Place, Suite 304, West Palm Beach, Florida, 33401.

Article VI - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial directors of this corporation is:

BILLY SILAS
510 Business Parkway
Suite B
Royal Palm Beach, FL 33411

BRIAN MATHEWS
510 Business Parkway
Suite B
Royal Palm Beach, FL 33411

Article VII - Incorporators


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

Richard S. Cohen
1601 Forum Place
Suite 304
West Palm Beach, Florida 33401

Article VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, on June 11, 2002.

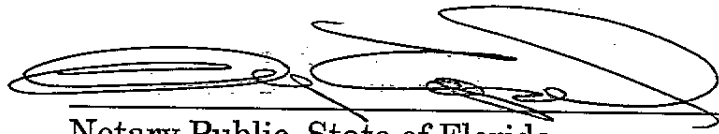


Richard S. Cohen

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

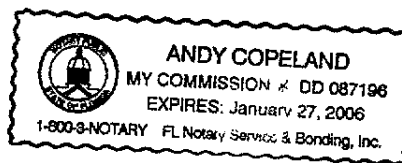
Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Richard S. Cohen, personally known by me to be the persons who executed the foregoing Articles of Incorporation of MATHEWS UNDERGROUND, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid on June 11, 2002.



Notary Public, State of Florida
My commission expires: _____
Commission No.: _____

(SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First--That **MATHEWS UNDERGROUND, INC.**, desiring to organize
under the laws of the State of Florida, with its principal office, as indicated in
the articles of incorporation at 510 Business Parkway, Suite B, in the City of
Royal Palm Beach, County of Palm Beach, State of Florida, has named
Richard S. Cohen, located at 1601 Forum Place, Suite 304, West Palm Beach,
County of Palm Beach, State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby accept to act in
this capacity and agree to comply with the provision of said Act relative to
keeping open said office.

By: *Richard S. Cohen*
Richard S. Cohen
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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