

PA2000093185

August 19, 2002

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

100007333931--8
-08/26/02--01032-017
*****78.75 *****78.75

Subj: Incorporation of MATRIX FINANCIAL NETWORK, INC.
Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$78.75 to cover the filing fees.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Paralegal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone Number (321) 773-2020.

Thank you for your assistance in this matter.

Sincerely,


Ajay Matta

FILED
02 AUG 26 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56/28

ARTICLES OF INCORPORATION

OF

MATRIX FINANCIAL NETWORK, INC.

ARTICLE I. NAME

The name of this corporation is

MATRIX FINANCIAL NETWORK, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

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

FILED
02 AUG 26 AM 10:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1101 West Hibiscus Blvd. Ste 104, Melbourne, Florida 32901 and the name of the initial registered agent of this Corporation at that address is AJAY MATTA.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

Ajay Matta
1101 West Hibiscus Blvd. Ste 104
Melbourne, Florida 32901

Sanjiv Matta
1101 West Hibiscus Blvd. Ste 104
Melbourne, Florida 32901

Jean C. Shagena
1101 West Hibiscus Blvd. Ste 104
Melbourne, Florida 32901

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1101 West Hibiscus Blvd. Ste 104, Melbourne, Florida 32901 and the mailing address of the corporation is 1101 West Hibiscus Blvd. Ste 104, Melbourne, Florida 32901.

ARTICLE IX. INCORPORATOR

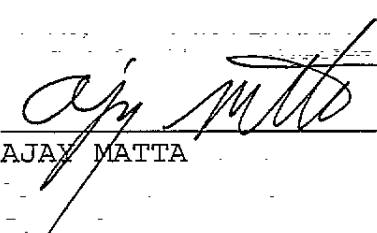
The name and address of the person signing these articles is:

Ajay Matta
1101 West Hibiscus Blvd. Ste 104
Melbourne, Florida 32901

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on this 19th day of August, 2002.

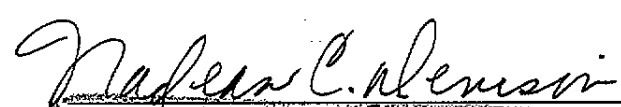

AJAY MATTA

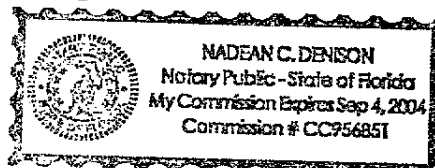
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared AJAY MATTA to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 19th day of August, 2002.

FL/DL


Notary Public



DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That MATRIX FINANCIAL NETWORK, INC., desiring to organize
under the laws of the State of Florida, with its principal office
at 1101 West Hibiscus Blvd. Ste 104, Melbourne, Brevard County,
State of Florida 32901, has named AJAY MATTA, located at 1101
West Hibiscus Blvd. Ste 104, Melbourne, Brevard County, State of
Florida 32901 as its agent to accept service of process within
this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
named Corporation, at the place designated in this certificate,
the undersigned agrees to act in this capacity, and agrees to
comply with the provisions of Florida law relative to keeping the
designated office open.


AJAY MATTA
Registered Agent