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Account Name : PREMIER MANAGEMENT HOLDINGS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

MATRIX CORP.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 18, 2002

PREMIER MANAGEMENT HOLDINGS INC

SUBJECT: THE MATRIX COMPANIES
REF: W02000027100

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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Freida Chesser
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New Filings Section

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

MATRIX VENTURES, INC.

The undersigned incorporator hereby forms a corporation under the Florida Business Corporation Act, and Chapter 607, Florida Statutes, and hereby adopts the following Articles of Incorporation:

Article I

Name of Corporation

The name of this corporation shall be MATRIX VENTURES, INC.

Article II

General Purpose

This corporation is organized for the purpose of conducting any and all lawful business which may be conducted in the State of Florida

Article III

Principal Office

The street address of the initial principal office of this corporation is 1877 South Federal Highway, Suite 308, Boca Raton, Florida 33432

Article IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue is 10,000 shares of common stock having a par value of one cent (\$0.01) per share.

Article V

Registered Office

The street address of the initial registered office of this corporation is 1877 South Federal Highway, Suite 308, Boca Raton, Florida 33432

Article VI

Initial Registered Agent

The undersigned, an individual resident of the State of Florida, whose business office is

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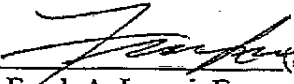
Prepared by:

Frank A. Luceri, Esq., Frank A. Luceri, P.A., 1877 South Federal Highway, Suite 308, Boca Raton, Florida 33432, (561) 347-6337
Florida Bar No.: 0001449

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identical to the initial registered office of this corporation, is hereby appointed as the registered agent of this corporation. The undersigned, simultaneously with his designation as registered agent, hereby accepts the appointment as Registered Agent for this corporation on whom process may be served. The undersigned hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent for this corporation.

s/  (Seal)
Frank A. Luceri, Esq.
Registered Agent

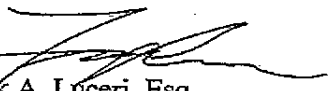
Article VII Incorporator

The name and street address of the incorporator of this corporation is Frank A. Luceri, Esq., 1877 South Federal Highway, Suite 308, Boca Raton, Florida 33432

Article VIII Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in, and is hereby reserved to, the shareholders. Bylaws shall be adopted, altered, amended, or repealed as provided in the bylaws.

IN WITNESS WHEREOF, the undersigned incorporators executed these Articles of Incorporation this 5th day of September, 2002.

s/ 
Frank A. Luceri, Esq.
Incorporator

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