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Florida Department of State
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Account Name : THE BUSINESS LAW GROUP
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03 JUN 20 AM 10:22
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT
MATRIX NETWORK, INC.

RECEIVED

03 JUN 20 AM 8:06

DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	0
Page Count	05
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Amended & Restated

T BROWN JUN 20 2003

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MATRIX NETWORK, INC.

FILED
03 JUN 20 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation hereby amends and restates The Articles of Incorporation of Matrix Network, Inc. filed on December 2, 2002:

ARTICLE I
Name of Corporation

The name of the corporation is:

MATRIX NETWORK, INC.

ARTICLE II
Commencement of Business

The existence of the corporation will commence on the date of filing of the original Articles of Incorporation on December 2, 2002.

ARTICLE III
Purpose

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of Common Stock, par value \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any intangible or tangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate.

ARTICLE V
Term of Existence

This corporation is to exist perpetually.

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ARTICLE VI
Principal Place of Business

The street address in this state of the principal office of this corporation is 455 South Orange Avenue, Suite 500, Orlando, Florida 32801. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Horton S. Johnson	455 South Orange Avenue Suite 500 Orlando, Florida 32801

The incorporator of this corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII
Board of Directors

The corporation has two (2) directors. The name and address of the directors is as follows:

<u>Name</u>	<u>Address</u>
Horton S. Johnson	1226 Austin Road Orlando, Florida 32806
Martin C. Flynn, Jr.	14556 St. Georges Hill Drive Orlando, Florida 32828

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ARTICLE IX
Authorization of All Contracts

The directors, acting for and on behalf of, and in the name of the Corporation, shall be, and are the only individuals authorized, empowered and directed to enter into and execute any agreement between the Corporation and any individual, entity or organization. Any other agreement executed by an officer, agent or employee of the Corporation shall be null and void unless authorized, signed and executed by a director of the Corporation.

ARTICLE X
Registered Office and
Registered Agent

The designation of the registered office of this corporation is 455 South Orange Avenue, Suite 500, Orlando, Florida 32801, and the registered agent at this address is Horton S. Johnson.

ARTICLE XI
Amendments

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned President has hereunto set his hand and seal this 19th day of June, 2003.


Horton S. Johnson, President

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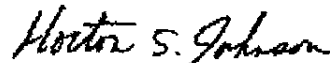
**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Matrix Network, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 455 South Orange Avenue, Suite 500, Orlando, County of Orange, State of Florida 32801, has named Horton S. Johnson, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Horton S. Johnson

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CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

The Restatement and Amendment of the Articles of Incorporation of Matrix Network, Inc. was adopted by the board of directors and does not contain any amendment requiring shareholder approval.

Horton S. Johnson
Horton S. Johnson, President

June 19, 2003
Date

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