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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : INCORPORATETIME.COM, INC.
Account Number : I19990000221
Phone : (631) 224-9004
Fax Number : (631) 224-7979

FLORIDA PROFIT CORPORATION OR P.A.

First Matrix Holdings Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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03 MAY -7 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

***THE UNDERSIGNED INCORPORATION FOR THE PURPOSE OF FORMING
A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT,
HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.***

ARTICLE I -NAME

THE NAME OF THE CORPORATION SHALL BE:

First Matrix Holdings Inc.

ARTICLE II -PRINCIPAL OFFICE

The principal place of business & mailing address of this corporation shall be

2617 NW 99th Avenue
Coral Springs, FL 33065

ARTICLE III -SHARES

The number of shares of stock that this corporation is authorized to have at any one time is:

2,000 shares at \$.01 par value

ARTICLE IV -INITIAL OFFICERS/DIRECTORS:

President/Director: David Jacobs 2617 NW 99th Ave, Coral Springs, FL 33065

Vice President/Director: Leigh Jacobs 2617 NW 99th Ave, Coral Springs, FL 33065

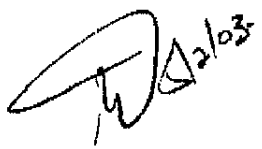
ARTICLE V -INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and Florida street address of the initial registered agent are:

David Jacobs
2617 NW 99th Ave, Coral Springs, FL 33065

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ARTICLE VI-INCORPORATOR:

The name and address of the Incorporator to these Articles of Incorporation are:

Kerry Walsh
IncorporateTime.com, Inc.
35-37 Carleton Avenue, Suite 200
Islip Terrace, NY 11752

KWalsh

Kerry Walsh, Incorporator

5/6/03

Date

Having been named registered agent and to accept service of process for the above stated corporation as the place designated in this certificate I hereby accept the appointment as registered agent and agree to act in this 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.

[Signature]
David Jacobs, Registered Agent

Date

05/02/03

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