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PICK-UP WAIT MAIL

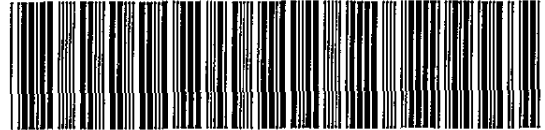
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

October 3, 2002

Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: MATMODA, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certified of Status

FROM:

UCR ASSOCIATES, INC.

Name (printed or typed)

6500 Forest City Road

Address

Orlando, FL 32810

City, State & Zip

(407) 523-0020

Daytime Telephone number

ARTICLES OF INCORPORATION
OF
MATMODA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MATMODA, INC.

ARTICLE II. NATURE OF BUSINESS

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

To buy, sell, trade and generally deal in real property, improved and unimproved of every class and description; to sell, buy, mortgage, lease or otherwise acquire and dispose of any real property and take mortgages and assignment of mortgages upon the same. To make and obtain loans.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure payment of corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire, dispose of shares of capital stock of or any bonds securities or other evidence of indebtedness created by any other corporation. To exercise all rights, powers, and privileges of ownership, including the right to vote such stocks.

To enter into, make perform and carry out contracts of every kind for any lawful purpose without limit as to the amount and with any person, firm, association or

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TALLAHASSEE, FLORIDA

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corporation; to draw, make, accept, endorse, discount, issue and execute promissory notes warrants and other negotiable or transferable interests

To engage in import and export trade of any kind.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: Ten Thousand (10,000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other from deem satisfactory by the board of directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually unless dissolved by law.

ARTICLE VI. ADDRESS

The initial street address of the principal office of the corporation in the State of Florida shall be located at; 3805 Winding Lake Circle, Orlando, FL 32835. The board of directors may from time to time move the principal office to any other place or places as may be designated by the board of directors.

ARTICLE VII. DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors, as directors and as officers, to restrict the transfer of stock by stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions to permit contracts or other transactions between the corporation and one or more of its directors individually or business in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

ARTICLE IX. ORIGINAL DIRECTORS

The names and addresses of the members of the board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
Richardson O. Adebanjo	3805 Winding lake Circle, Orlando FL 32835
Janet A. Adebanjo	3805 Winding Lake Circle, Orlando, FL 32835
Dayo Alugbin	3805 Winding Lake Circle, Orlando, FL 32835
Funke Alugbin	3805 Winding Lake Circle, Orlando, FL 32835

ARTICLE X. SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Richardson O. Adebanjo	3805 Winding lake Circle, Orlando FL 32835

ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent and street address the corporation shall be:

Richardson O. Adebajo
3805 Winding Lake Circle
Orlando, FL 32835

ARTICLE XII. INDEMNIFICATION

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceedings to which he or she may be a party, or in which he or she may become involved by reason of his or her employment, or by reason of him or her being or having been a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which each director, officer, employee or agent is entitled.

ARTICLE XIII. PREEMPTIVE RIGHTS

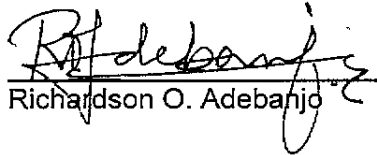
Every shareholder, upon sale for cash of any new stocks of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to the others.

ARTICLE XIV. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter

prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscriber, to these Articles of Incorporation, for the purpose of forming this corporation to do business both within and without the State of Florida. Under the Laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set my hand and seal this 29th day of September 2003.


Richardson O. Adebajo

STATE OF FLORIDA

COUNTY OF FLORIDA ORANGE

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 Richardson O. Adebajo to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

Sworn to and subscribed before me this 29 day of SEPT, 2003


Notary Public, State of Florida

Identification FDL

My Commission Expires:



Tobias Daniel
My Commission DD083552
Expires January 10, 2006

CERTIFICATE DESIGNATING

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the State of Florida.

1. The name of the corporation is:

MATMODA, INC.

2. The name and address of the registered agent and office is:

Richardson O. Adebanjo 3805 Winding lake Circle, Orlando FL 32835

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCES OF MY DUTIES.


Signature - Registered Agent

9/29/03
Date