

P07000008047

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(Business Entity Name)

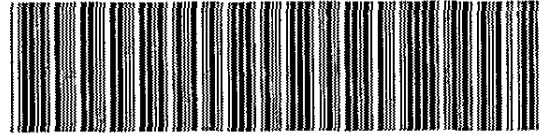
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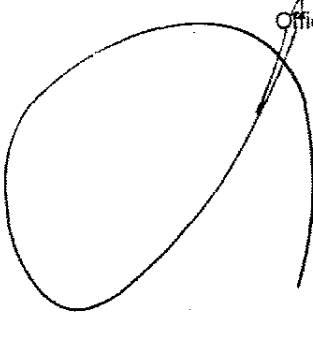
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07 JAN 18 AM 11:09
CLERK OF STATE
TALLAHASSEE, FLORIDA

 1/19



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 5, 2007

JERRY M. WHITAKER
11305 GLENMONT DR.
TAMPA, FL 33635

SUBJECT: FREEDOM PROPERTIES OF FLORIDA CORP
Ref. Number: W07000000726

We have received your document for **FREEDOM PROPERTIES OF FLORIDA CORP.** However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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

The document number of the name conflict is J24470 - FREEDOM PROPERTIES, INC..

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

Letter Number: 507A00001043

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Accounting Management Services

A Breed Apart in Financial Management Since 1989

José S. Ramos, M.B.A., P.A.

Vice President & C.F.O.

January 11, 2007

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

RE: Letter 507A00001043
Ref. W07000000726

Dear Mrs. Poole,

In reference to your letter, we have made the change of name for the corporation. Please process as soon as possible.

Thank you so much for your cooperation.

Yours Truly,

ACCOUNTING MANAGEMENT SERVICES

Minerva F. Ramos
Notary Public

ARTICLES OF INCORPORATION

OF

MATRIX ASSETS, INC.

FILED
07 JAN 18 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE 1 - CORPORATE NAME

The name of the corporation shall be:

MATRIX ASSETS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in the activities or business permitted under the laws of the United States and the State of Florida

ARTICLE IV - CAPITAL STOCK

The corporate is authorized to issue, 1,000 shares (common) of ONE Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

- 1. The sum of the value of all the Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.**
- 2. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends, payable either in cash, in property, or in shares of the Capital Stock of the corporation.**
- 3. If any of the Shareholders decides to sell it's own share; the corporation shall have the first right to buy back the shares and hold as Treasury Stock; the Second right will be to the holders of the outstanding Capital Stock in proportion to their existing holding of share.**

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: MATRIX ASSETS, INC.
ADDRESS: 11305 Glenmont Dr.
CITY: Tampa, FL 33635

The name and street address of the Initial Registered Agent of this Corporation.

NAME: Jose S. Ramos
ADDRESS: 11305 Glenmont Dr.
CITY: Tampa, FL 33635

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial director(s) of the corporation are as follows:

NAME: Jerry M. Whitaker- President & Director
ADDRESS: 11305 Glenmont Dr.
CITY: Tampa, FL 33635

NAME: Melissa D. Whitaker - Treasurer/Secretary
ADDRESS: 11305 Glenmont Dr.
CITY: Tampa, FL 33635

NAME:
ADDRESS:
CITY:

NAME:
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NAME:
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ARTICLE VII - INCORPORATORS

The name and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: Jerry M. Whitaker
ADDRESS: 11305 Glenmont Dr.
CITY:

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

ARTICLE VIII - SHAREHOLDER POWER

1. A affirmative vote of three-fourths of the shares of the corporation shall be required for any shareholder action.

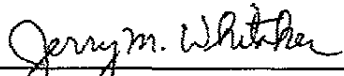
2. The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholder meeting, with not less than a three-fourths vote of the common stock.

3. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or service, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE IX - CUMULATIVE VOTING RIGHTS

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given in writing by any shareholder to the President or any Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulatively his or her shares at said election.

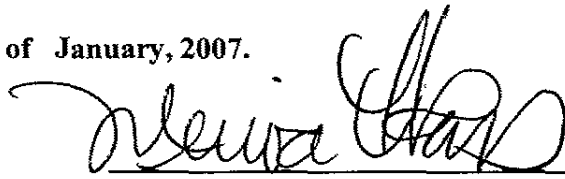
The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 11TH day of January, 2007.


JERRY M. WHITAKER

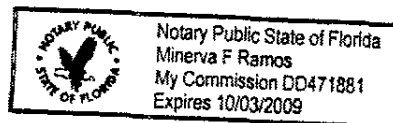
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jerry M. Whitaker who acknowledged, and executed before me these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 11th . day of January, 2007.


(Notary Public, State of Florida)

My Commission expires



CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
OF
MATRIX ASSETS, INC.

Pursuant to the provisions of sections 48.091 or 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 11305 Glenmont Dr., Tampa, FL 33635 has named JOSE S. RAMOS, located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(Registered Agent)

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TALLAHASSEE, FLORIDA