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(STANDARD LETTER OF TRANSMITTAL)

Date

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

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-05/22/95--01106--010
***122.50 ***122.50

Re: MATT JAY, INC., Inc.
(name of corporation)

FILED
95 MAY 22 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FL 32314

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check for the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

CLIFFORD M. NEWMAN
(individual's name)

MATT JAY, INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION

4101 N. HIATUS RD. #513

SUNRISE, FLA. 33351

PHONE

(305) 746-2686

Area Code

Number

Ext.

PAID 5-25

ARTICLES OF INCORPORATION

of

MATT JAY, INC.
(name of corporation)

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 I - CORPORATE NAME

The name of the corporation is:

MATT JAY, 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 any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE DOLLAR Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME:	<u>CLIFFORD M. NEWMAN</u>		
ADDRESS:	<u>4101 N. HIATUS ROAD #513</u>		
CITY:	<u>SUNRISE</u>	FLORIDA	ZIP <u>33351</u>

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

NAME:	<u>MATT JAY, INC.</u>		
ADDRESS:	<u>4101 N. HIATUS ROAD #513</u>		
CITY:	<u>SUNRISE</u>	FLORIDA	ZIP <u>33351</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) 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 addresses of the initial director(s) of the corporation are as follows:

NAME:	<u>CLIFFORD M. NEWMAN</u>		
ADDRESS:	<u>4101 N. HIATUS ROAD #513</u>		
CITY:	<u>SUNRISE</u>	STATE <u>FLORIDA</u>	ZIP <u>33351</u>
NAME:			
ADDRESS:			
CITY:		STATE	ZIP
NAME:			
ADDRESS:			
CITY:		STATE	ZIP

ARTICLE VII - INCORPORATORS

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

NAME	CLIFFORD M. NEWMAN		
ADDRESS	4101 N. HIATUS ROAD #513		
CITY	SUNRISE	STATE	FLA. ZIP 33351
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 18 day of MAY, 1995.

_____(Seal)
_____(Seal)
_____(Seal)

STATE OF FLORIDA)
COUNTY OF BROWARD) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Clifford M. Newman
Signature

Form of Identification

Signature

Form of Identification

Signature

Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that _____ executed these Articles of Incorporation, that I relied upon the form _____ of identification of the above named person _____ as indicated opposite each name, and that an oath was not taken.

NOTARY RUBBER STAMP SEAL

Witness my hand and official seal in the County and State last aforesaid this _____ day of _____, 19_____.

Notary Signature

Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

MATT JAY, INC.
(name of corporation)

FILED
MAY 22 PM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 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 4101 N. HIATUS ROAD #513
SUNRISE, FLORIDA 33351

has named CLIFFORD M. NEWMAN
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

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.

Clifford M. Newman
(registered agent)