



800-442-0886
TALLAHASSEE, FL 32304
904-233-9393 FAX
P950045928

ACCOUNT NO. 72

REFERENCE 616527 82492A

AUTHORIZATION

Patricia Fyfe

COST LIMIT : \$ 70.00

ORDER DATE : June 13, 1995

ORDER TIME : 1:29 PM

ORDER NO. : 616527

CUSTOMER NO: 82492A

CUSTOMER: Mr. Robert Kramer, Esq
ROBERT KRAMER, ESQUIRE

Suite A-9
555 W. Granada Boulevard
Ormond Beach, FL 32174

DOMESTIC FILING

NAME: MATRIX ADVISORS, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS:

T. BROWN JUN 14 1995

FILED
95 JUN 13 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MATRIX ADVISORS, INC.

FILED
95 JUN 13 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MATRIX ADVISORS, INC.

The address of the principal office of this corporation shall be C/o Robert Kramer, Esquire, 555 West Granada Boulevard, Suite A-9, Ormond Beach, Florida 32174, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 13, 1995.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

FILED
95 JUN 13 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

KBR/sbr

P95000045928
ROBERT E. KRAMER, ESQUIRE

ATTORNEY AT LAW

**BOULEVARD EXECUTIVE PARK
555 WEST GRANADA BOULEVARD, SUITE A-9
ORMOND BEACH, FLORIDA 32174**

**TELEPHONE (904) 672-4313
FACSIMILE (904) 672-4410**

July 21, 1995

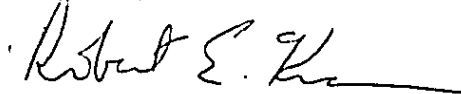
Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Matrix Advisors, Inc.

Dear Sir:

Enclosed please find the Statement of Change of Registered Agent with the filing fee of \$35.00.
Please do not hesitate to contact me if there are any questions regarding this matter.

Very truly yours,



Robert E. Kramer

REK/jeo
Enclosures

200001544522
-07/25/95--01002--015
*******35.00 *****35.00**

RA Chg.

8/1

JB

FILED
95 JUL 24 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Florida submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: MATRIX ADVISORS, INC.
- 1b. Date of incorporation June 13, 1995 Document number P95000045928
2. The name and address of the current registered agent and office:
CORPORATION SERVICE COMPANY, 1201 Hays Street
Tallahassee, FL 32301
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
ROBERT E. KRAMER, ESQUIRE, 555 West Granada Boulevard, Suite A-8
Ormond Beach, FL 32174

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

Robert E. Kramer
SIGNATURE
7/12/95
DATE

Robert E. Kramer
Typed or printed name and title
President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT 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 RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Robert E. Kramer
(Registered Agent)
DATE 7/12/95

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