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MENDOZA, CALLAS & SCHILLING

ATTORNEYS AT LAW

SIXTH FLOOR - PLAZA CENTER WEST

251 ROYAL PALM WAY

P O BOX 2715

PALM BEACH, FLORIDA 33480

FRANKLIN G. CALLAS
MARIO G. DE MENDOZA, III
CHRISTOPHER J. SCHILLING

TELEPHONE (407) 659-1111
CABLE MENDOZA PB
FAX (407) 659-4009

June 23, 1995

VIA FEDERAL EXPRESS

Corporation Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE 000011230018

6-23-95

06/23/95-10000-011
****122.50 ****122.50

RE: MATILDE HOLDINGS, INC.
Our File No. 5007.1

Gentlemen:

Enclosed herewith to be filed with your office, please find the Articles of Incorporation and Resident Agent form for the captioned entity. Also enclosed herewith please find my firm check in the amount of \$122.50 to defray the costs set forth below:

Filing Fee	\$ 35.00
Resident Agent Form	\$ 35.00
Certified Copy of the Articles of Incorporation	\$ 52.50

TOTAL:	\$122.50
	=====

For your convenience in returning to me a certified copy of the Articles of Incorporation, I have enclosed herewith a photocopy of the same.

Thank you for your cooperation in this matter.

Sincerely,


Mario G. de Mendoza, III

SHARON L. TALA

JUN 28 1995

MGMIII/dw
Enclosures

EFFECTIVE DATE
6-23-95

ARTICLES OF INCORPORATION

OF

MATILDE HOLDINGS, INC.

Article I - Name

The name of this corporation is MATILDE HOLDINGS, INC.

Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value non-assessable stock.

Article V - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article VI - Initial Registered Office & Agent

The street address of the initial registered office and the principal place of business of this corporation is 251 Royal Palm Way, Sixth Floor, Palm Beach, Florida 33480. The name of the initial registered agent of this corporation at that address is Mario G. de Mendoza, III, Esquire.

Article VII - Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but never be less than one (1). The name of the initial director of this corporation is:

MARIO G. de MENDOZA, III
Mendoza, Callas & Schilling
251 Royal Palm Way
Palm Beach, Florida 33480

FILED
95 JUN 26 PM 3:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

MARIO G. de MENDOZA, III
Mendoza, Callas & Schilling
251 Royal Palm Way
Palm Beach, Florida 33480

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of June, 1995.



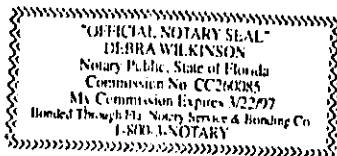
Mario G. de Mendoza, III
Subscriber

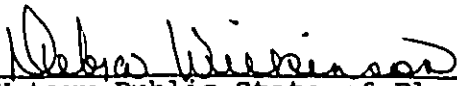
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, appeared MARIO G. de MENDOZA, III, who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 23rd day of June, 1995.




Notary Public-State of Florida
at Large

Commission No.: CC-260085
Commission Expires: 03/22/97

MCN111/dw
5007.1
06/23/95


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
SERVICE MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT: MATILDE HOLDINGS, INC. desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at Town of Palm Beach, State of
Florida, has named Mario G. de Mendoza, III, Esq., located at
251 Royal Palm Way, Sixth Floor, Palm Beach, Florida 33480, as
its agent to accept service of process within Florida.

MATILDE HOLDINGS, INC.

SIGNATURE:


Mario G. de Mendoza, III

TITLE:

Assistant Secretary

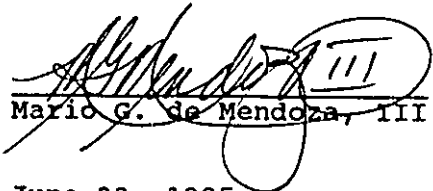
DATE:

June 23, 1995

95 JUN 26 PM 3:35
FILED
CLERK OF STATE
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 THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:


Mario G. de Mendoza, III

DATE:

June 23, 1995