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TO: DIVISION OF CORPORATIONS FROM: TESCHER, LIPPMAN, VALINSKY & KAIN  
DEPARTMENT OF STATE ONE FINANCIAL PLAZA  
STATE OF FLORIDA SUITE 2308  
409 EAST GAINES STREET FT. LAUDERDALE FL 33394-0000  
TALLAHASSEE, FL 32399 CONTACT: PATRICIA FOX-RUTLER  
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(((H95000009940))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: MATTEHORN FINANCIAL CORP.  
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FAX AUDIT NO. H95000009940

ARTICLES OF INCORPORATION  
OF  
MATTEHORN FINANCIAL CORP.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: Mattehorn Financial Corp.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is One Financial Plaza, Suite 2308, Fort Lauderdale, Florida 33394.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 12,000,000 shares, which are to be divided into two classes as follows:

10,000,000 shares of common stock, par value \$.0001 per share; and

FAX AUDIT NO. H95000009940

Prepared by: Kipnis Tescher Lippman Valinsky & Kain

One Financial Plaza, Suite 2308

Fort Lauderdale, FL 33394

9999\95-14027

(305) 467-1964

Jay Valinsky, Esq. FL Bar No. 0625109

ARTICLE VI  
INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE VII  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII  
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:

  
Jay Valinsky

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:

  
Jay Valinsky

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Prepared by: Kipnis Tescher Lippman Valinsky & Kain  
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