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THE MICE AND ADDRESS ACCOUNT NO. : 07210000032

REFERENCE: 038732 5021643

AUTHORIZATION : Patucia with

COST LIMIT: \$ 70.00

ORDER DATE: July 31, 1996

ORDER TIME : 10:57 AM

ORDER NO. : 038732

CUSTOMER NO: 5021642

CUSTOMER: Ms. Ilyse Phillips

MAJORS MEDICAL SUPPLY, INC.

Suite 390

2600 North Military Trail Boca Raton, FL 33431

DOMESTIC_FILING

NAME: MATRIX LEASING & FINANCIAL

SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

____ CERTIFICATE OF DIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

OF

MATRIX LEASING & FINANCIAL SERVICES, INC.

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 LEASING & FINANCIAL SERVICES, INC.

The address of the principal office of this corporation shall be Suite 390, 2600 North Military Trail, Boca Raton, Florida 33431, 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 1,000 shares of common stock having \$.01 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. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Stuart Phillips Dir. Suite 390, 2600 North Military Trail Boca Raton, Florida 33431

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ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on August 2, 1996.

Its Agent, Laura R. Dunlap Incorporator

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.

3v:

Its Agent, Laura R. Dunlap Authorized Service Representative Corporation Service Company

TFR/VLP