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CORPORATE CREATIONS

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOSEPH C RODRIGUEZ
PHONE: (305)672-0686

ACCT#: 073171003006

FAX #: (305)672-9110

NAME: MATTHEWS, MORRIS, & CO., INC.

AUDIT NUMBER.....H96000014143

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

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PAGES..... 4

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ARTICLES OF INCORPORATION
OF
MATTHEWS, MORRIS & CO., INC.

EFFECTIVE DATE
10-1-96

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Matthews, Morris & Co., Inc. The principal place of business of this corporation shall be 265 Sunrise Avenue, Suite 204, Palm Beach, Florida 33480.

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 50,000,000 shares of common stock having \$.001 par value per share and 10,000,000 shares of preferred stock.

Donald F. Mintmire, Esq.
Mintmire & Associates
265 Sunrise Avenue, Suite 204
Palm Beach, FL 33480
(561) 832-5696
Florida Bar Member 402435

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 265 Sunrise Avenue, Suite 204, Palm Beach, Florida 33480, and the name of the registered agent of the corporation at that address is Donald F. Mintmire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VII. INCORPORATOR

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

Donald F. Mintmire, Esq.
Mintmire & Associates
265 Sunrise Avenue
Suite 204
Palm Beach, Florida 33480.

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ARTICLE VIII. EFFECTIVE DATE

The corporation shall commence its existence on October 1, 1996.

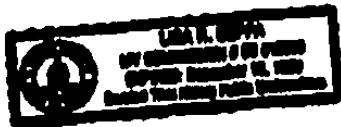
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 8th day of October 1996.

Donald F. Mintmire
Donald F. Mintmire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS;

The foregoing instrument was acknowledged before me this 2nd day of October, 1996 by Donald F. Mintmire, who is personally known to me ~~or who has produced a valid driver's license as identification,~~ driver's license # _____ and who (did/did not) take an oath.



Lisa R. Coppa
Notary Public

Donald F. Mintmire, having been designated to act as Registered Agent, hereby agrees to act in this capacity.

Donald F. Mintmire
Donald F. Mintmire