

996 0000 84586

MINTMIRE & ASSOCIATES  
ATTORNEYS AT LAW

265 SUNRISE AVENUE  
SUITE 204  
PALM BEACH, FLORIDA 33480  
TEL: (407) 832-5696  
FAX: (407) 659-5371

October 7, 1996

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

500001970785  
-10/10/96--01068--013  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Matthews, Morris & Co., Inc.

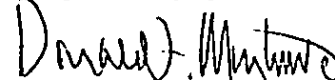
Gentlemen:

Enclosed you will find Articles of Incorporation for Matthews, Morris & Co., Inc., to be filed. Also enclosed is a check in the amount of \$122.50 which represents the following:

\$35.00	filing fee
\$35.00	registered agent fee
\$52.50	certified copy fee

If you have any questions or require additional information, please call me at 407-832-5696.

Very truly yours,

  
Donald F. Mintmire

DFM/lrc  
Enclosures

FILED  
96 OCT -9 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FILED  
96 OCT -9 PM 1:08  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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.

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.

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 7th day of October 1996.

  
Donald F. Mintmire

FILED  
96 OCT -9 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) SS:

The foregoing instrument was acknowledged before me this 7th 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.



  
Notary Public

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

  
Donald F. Mintmire