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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MATTHEWS BROTHERS INVESTMENTS, INC.

AUDIT NUMBER.....H97000002778

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

CERT. OF STATUS..0

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EMPIRE CORPORATE KIT

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MATTHEWS BROTHERS INVESTMENTS, INC.

We, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be MATTHEWS BROTHERS INVESTMENTS, INC.

ARTICLE II

The general nature of the business and the object and purposes proposed to be transacted and carried on are to be engaged in are any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 500 shares at \$1.00 par value.

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to the law and said corporation's existence shall commence on the date of subscription and acknowledgment of this Certificate of Incorporation.

ARTICLE V

The initial street address of said corporation shall be at 2124 N.E. 123rd Street #211, North Miami, FL 33181.

ARTICLE VI

The number of directors of this corporation shall not be less than one (1) nor more than seven (7). The corporation shall initially have two (2) Directors.

ARTICLE VII

The corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the stockholders. If the corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) director. At no time shall the corporation be managed by the stockholders unless there is at least one (1) stockholder.

FRANK WOLLAND, ESQ. FBN. 247537

12865 W. DIXIE HWY 2nd FLOOR

N. MIAMI, FL 33161 (305) 899-0588

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H 97000002778**ARTICLE VIII**

Any restrictions imposed by the corporation on the sale or other disposition of its shares and on the transfer thereof must be noted conspicuously on each certificate representing shares to which the restriction applies.

ARTICLE IX

The name and addresses of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are elected shall be:

NAMES	ADDRESSES	OFFICE
PETER MATTHEWS	2124 N.E. 123rd Street #211 North Miami, FL 33181	Treas/Sec/Dir
MICHAEL MATTHEWS	2124 N.E. 123rd Street #211 North Miami, FL 33181	President/Dir

ARTICLE X

These Articles may be amended, when approved by a majority of the Directors and stockholders.

The corporation shall indemnify directors or officers, or subscribers and their heirs, and assigns, against all expenses, actually and necessarily incurred in connection with the defense or settlement of any claim action, suit or proceeding in which they be reason of being or having been directors or officers, except in relation to matters as to which any such directors or officer shall be adjudged to be liable for gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which the indemnification may be entitled under the law, or by-law, agreement, vote of stockholders, or otherwise.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatever.

ARTICLE XI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is PETER MATTHEWS, 2124 N.E. 123rd Street #211, North Miami, FL 33181.

ARTICLE XII

The Registered Agent to accept service of process within this State for said corporation shall be: Frank Wolland, Esq., 12865 West Dixie Highway 2nd Floor, North Miami, FL 33161.

Having been named to accept service of process for the above stated corporation at the place designated, herein, I hereby accept to act

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in this capacity, and agree to comply with the provisions of said Act to keeping open said office.


FRANK WOZLAND, ESQ.
Registered Agent

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock hereinabove named and the incorporators, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 12th day of February, 1997.

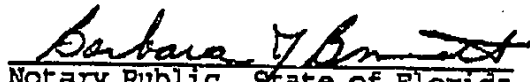

PETER MATTHEWS - Incorporator

STATE OF FLORIDA:
COUNTY OF DADE :

BEFORE ME the undersigned authority personally appeared, PETER MATTHEWS, Incorporator to me well known and known by me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who has acknowledged before me that he executed the same for the purposes therein expressed.

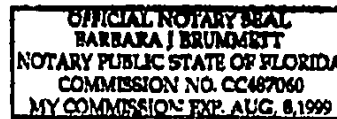
X personally known or
produced _____ as identification

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at North Miami, Florida on this 12th day of February, 1997.


Notary Public, State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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