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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: G MATT, CORP.

AUDIT NUMBER.....H97000007912

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

MAY 15 1997

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**ARTICLES OF INCORPORATION OF
G MATT, CORP.**

FILED
97 MAY 14 PM 2:12
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is G-Matt Corp.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida and under the laws of any other country in the world.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is Kirk D. De Leon, Esq., 7 NW 2nd Street, Suite 218, Miami, Florida 33128.

ARTICLE VI - PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the corporation will be located at 111 NE 1st Street, Fourth Floor, Miami, Florida 33128.

This instrument prepared by:

Kirk D. DeLeon, P.A.
2 N.E. 40th Street
2nd Floor East
Miami, Florida 33137
(305) 573-0104
Florida Bar No.: 989959

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EMPIRE CORPORATE KIT

MAY-14-1997 12:30

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ARTICLE VII - OFFICERS

The affairs of G MATT CORP., shall be managed by a Board of Directors and administered by a President, one or more Vice Presidents, a Secretary, and such other officers as the Board of Directors shall deem desirable. Officers need not be Directors. The officers shall be elected by a majority of those Directors present at the first regularly scheduled meeting of the Board of Directors held each year at which a quorum is present. Each Officer shall serve until resignation or until elections are held at the following year's first regularly scheduled meeting of the Board of Directors at which a quorum is present.

The initial officers of the corporation who shall serve until elections are held and their addresses are:

President - Jay Fontana - 111 NE 1st Street, Miami, Florida

Secretary - Jay Fontana - 111 NE 1st Street, Miami, Florida

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time by the By Laws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

1. Jay Fontana - 111 NE 1st Street, Fourth Floor, Miami, Florida

ARTICLE IX - BY LAWS

The By Laws of this corporation may be adopted, altered amended or repealed by either the Stockholders or the Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE XI - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or

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her pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator, who is also the person signing these Articles is:

Robert Moses
111 NE 1st Street
Fourth Floor
Miami, Florida 33128

ARTICLES XIII - AMENDMENT

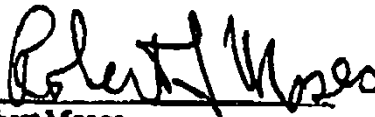
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Article of Incorporation at Miami, Florida on the 1st day of May, 1997.


Robert Moses

STATE OF FLORIDA]

COUNTY OF DADE]

BEFORE ME, the undersigned authority, personally appeared ROBERT MOSES, who is personally know to me and who has provided a Florida Drivers license as identification to verify identity, and he subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to the law that he made an subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, DADE County, Florida, this 1st day of May, 1997.

My Commission Expires:



Not A. DELTON
Comm. No. CO 805349
My Comm. Exp. Mar. 12, 2001
Bonded thru Pishard Ins. Agcy.


Notary Public of the State
of Florida at Large

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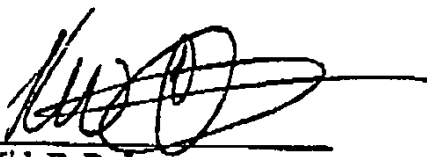
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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts to act in the capacity of Registered Agent for G MATT CORP., and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 1th day of May, 1997.


Kirk D. De Leon

This instrument prepared by:

Kirk D. DeLeon, P.A.
2 N.E. 40th Street
2nd Floor East
Miami, Florida 33137
(305) 573-0104
Florida Bar No.: 989959
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