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June 3, 1997

TERRY T. NEAL, P.A.
ATTORNEY AT LAW

Corporate Records Bureau
Division of Corporations
Department of State
Post office Box 6327
Tallahassee, FL 32301

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-06/09/97--01008--015
****122.50 ****122.50

Re: Matthews properties & Construction, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is my trust account check in the amount of \$122.50 representing the filing fee, resident agent fee and fee for one certified copy of the Articles. When the Articles are filed, please furnish me with a certified copy of same in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to contact me.

Thank you in advance for your courtesies herein.

Sincerely,

Terry T. Neal
TERRY T. NEAL

TTN/als
Enclosures

TTN\Corp\Matthews\StateFlorida\Filing Letter

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
MATTHEWS PROPERTIES & CONSTRUCTION, INC.

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

ARTICLE I

NAME

The name of the corporation is MATTHEWS PROPERTIES & CONSTRUCTION, INC., and its principal place of business is 103 S. 6th Street, Leesburg, Florida, 34749-0011, with a mailing address of P. O. Box 490011, Leesburg, Florida 34749-0011.

ARTICLE II

GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the authority to issue is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed by the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of this corporation and the initial registered office are:

TERRY T. NEAL
TERRY T. NEAL, PA
33905 Valencia Drive
P. O. BOX 493712
LEESBURG, FL 34749-3712

ARTICLE VI
MANAGEMENT

Pursuant to the provisions of Section 607.0801(3), Florida Statutes, the business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

ARTICLE VII
OFFICERS

The names and mailing addresses of each of the officers of the corporation are:

President:	Marc T. Matthews 103 S. 6th Street Leesburg, FI 34748
Vice President:	Jeanne L. Matthews 103 S. 6th Street Leesburg, FI 34748
Secretary/Treasurer:	Marc T. Matthews, Jr. 103 S. 6th Street Leesburg, FI 34748

ARTICLE VIII

INCORPORATORS

The names and addresses of each of the incorporators are:

<u>Name</u>	<u>Address</u>
Marc T. Matthews	103 S. 6th St. Leesburg, FL 34748
Jeanne L. Matthews	103 S. 6th Street Leesburg, FL 34748

ARTICLE IX

AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

BYLAWS

The power to adopt, amend or repeal the Bylaws shall be reserved to the shareholders of this corporation.

ARTICLE XI

INDEMNIFICATION

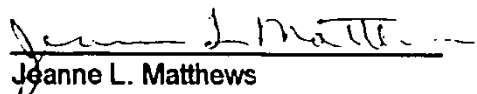
The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

3rd day of June, 1997.



Marc T. Matthews

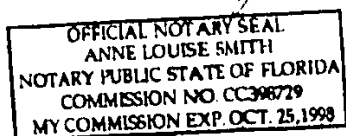


Jeanne L. Matthews

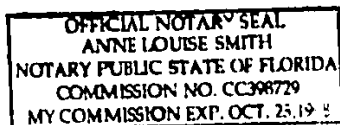
STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Marc T. Matthews and Jeanne L. Matthews, personally known to me to be the persons described in or who produced N/A as identification, and who executed the foregoing document and who acknowledged before me that they executed the same for the uses and purposes set forth therein.

WITNESS my hand and official seal in the State and County last aforesaid
this 3rd day of June, 1997.



Anne Louise Smith
Signature of Notary



ANNE LOUISE SMITH
Print Name of Notary
NOTARY PUBLIC, STATE OF FLA.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation
at the place designated in these Articles of incorporation, I hereby agree to act in
this capacity, and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

TERRY T. NEAL, P.A.

BY: Terry T. Neal
Terry T. Neal, President
Registered Agent

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