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LAW OFFICES OF
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2474 S.W. 27th Terrace
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STEPHEN D. PEARSON, ESQ.
ROBERT M. MAYER, ESQ.

September 15, 1997

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

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-09/19/97--01023--007
*****70.00 *****70.00

Re: Articles of Incorporation for MATTCOMP, INC.

Dear Madam/Sir:

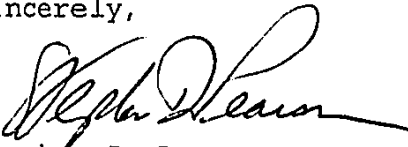
Enclosed are the articles of incorporation and the acceptance of registered agent for MATTCOMP, INC. (the "Corporation"). Also enclosed are the fees for registration of the Corporation, including:

Articles of Incorporation	\$35.00
Designation and acceptance by registered agent	<u>35.00</u>
TOTAL	<u>\$70.00</u>

Please file as appropriate.

Thank you.

Sincerely,


Stephen D. Pearson

Encl.

10-2157

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MATTCOMP, INC.

The undersigned, acting as incorporator of MATTCOMP, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. Name

The name of the corporation is:

MATTCOMP, INC.

ARTICLE II. Mailing Address

The mailing address of the corporation is:

7895 S.W. 131 Street
Miami, Florida 33156

ARTICLE III. Commencement of Existence

The existence of the corporation will commence on the filing of these Articles of Incorporation.

ARTICLE IV. Purpose

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. Authorized Shares

The maximum number of share that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 2474 S.W. 27 Terrace, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is Stephen D. Pearson.

ARTICLE VI. Initial Board of Directors

The corporation shall have one director initially. The number

of directors may be either increased or diminished from time to time, as provided by the bylaws, but shall never be less than one. The names and street addresses of the initial director is:

<u>Name</u>	<u>Address</u>
Matthew Pearson	7895 S.W. 131 Street Miami, Florida 33156

ARTICLE VIII. Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Stephen D. Pearson	2474 S.W. 27 Terrace Miami, FL 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

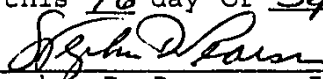
ARTICLE IX. Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. Amendments

The corporation reserves the right to amend, alter, change, or repeal any provision in the Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 16 day of September, 1997.



Stephen D. Pearson, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted:

That MATTCOMP, INC. desiring to organize under the laws of the
State of Florida with its initial registered office, as indicated
in the Articles of Incorporation, at 2474 S.W. 27 Terrace, Miami,
Florida 33133, has named Stephen D. Pearson as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for MATTCOMP,
INC. at the place designated in this certificate, I agree to act in
that capacity and to comply with the provisions of the Florida
Business Corporation Act, and state that I am familiar with, and
accept, the obligations of that position.



Stephen D. Pearson, Registered Agent

10-2154

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA