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SALOMON, LERNER, TANNIAN & RODRIGUEZ, P.A.

2550 WORLD TRADE CENTER
80 S.W. 8TH STREET
MIAMI, FLORIDA 33130

JUAN E. RODRIGUEZ

TELEPHONE (305) 379-1681
TELECOPY (305) 374-1719

September 12, 1997

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: FIVE-Z, INC.
Our File No. 97-5935

400002296074--0

-09/17/97--01101--014
****122.50 ****122.50

Dear Sir or Madam:

Enclosed are the original and one (1) copy of the Articles of Incorporation of FIVE-Z, INC., a Florida corporation. We would appreciate your filing these and sending us a certified copy with the applicable filing information in the enclosed self addressed stamped envelope. We are enclosing our firm's check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars to cover to following costs:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	<u>\$122.50</u>

Thank you for your prompt attention to this matter.

Very truly yours,

Juan E. Rodriguez
Juan E. Rodriguez

JER/td

Encl. (as stated)

FILED
97 SEP 25 PM 2:10
TALLAHASSEE, FLORIDA

9/18/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 18, 1997

JUAN E. RODRIGUEZ
2550 WORLD TRADE CENTER
80 S.W. 8TH STREET
MIAMI, FL 33130

SUBJECT: FIVE-Z, INC.
Ref. Number: W97000021505

We have received your document for FIVE-Z, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 897A00046390

SALOMON, KANNER, DAMIAN & RODRIGUEZ, P.A.

ATTORNEYS AT LAW
2550 WORLD TRADE CENTER
80 S.W. 8TH STREET
MIAMI, FLORIDA 33130

JUAN E. RODRIGUEZ

TELEPHONE (305) 379-1681
TELECOPY (305) 374-1710

September 23, 1997

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

Re: MATIST HOLDINGS, INC.
Our File No. 97-5935

Gentlemen:

The undersigned submitted Articles of Incorporation for the name FIVE-Z, Inc. which was returned from your office because the name designated was unavailable as it was the same as or, not distinguishable from an existing name. Consequently, we have selected a new name and enclosed are the Articles of Incorporation for Matist Holdings, Inc. You have already received my check for One Hundred Twenty-Two and No/100 (\$122.00) Dollars under your reference number W97000021505. I enclose a copy of your letter acknowledging receipt of payment.

We would appreciate your filing these and sending us a certified copy with the applicable filing information in the enclosed self addressed stamped envelope.

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

Very truly yours,


Juan E. Rodriguez

JER/td

Encl. (as stated)

ARTICLES OF INCORPORATION
OF
MATIST HOLDINGS, INC.

FILED
97 SEP 25 PM 2:16
SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

MATIST HOLDINGS, INC.

ARTICLE II

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be to conduct any business operation legal under the laws of the State of Florida.

ARTICLE II.

Capital Stock

1. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with no par value. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of

2. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE III

Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on the date these Articles of Incorporation are subscribed to and acknowledged, if these Articles are filed with the Department of State within five (5) days after subscription and execution. If filed after such five (5) days, the existence of this corporation shall commence upon the filing of these Articles with the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

ARTICLE IV

Corporation's Principal Office

The Corporation's principal office shall be located at 80 S.W. 8th Street, Suite 2550, Miami, Florida 33130.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 80 S.W. 8th Street, Suite 2550, Miami, Florida 33130, and the initial registered agent of this corporation at such office shall be Juan E. Rodriguez. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) member, such member is to hold office until his successor has been duly elected and qualified. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Manuel De Zarraga	80 S.W. 8th Street Suite 2550 Miami, Florida 33131

ARTICLE VIII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Juan E. Rodriguez	80 S.W. 8th Street Suite 2550 Miami, Florida 33130

ARTICLE IX

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XI

Applicability of Section 607.0901

The provisions of Section 607.0901, Florida Statutes, shall be inapplicable to this corporation.

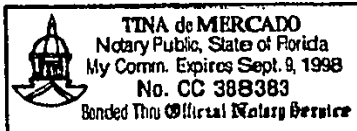
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, on this 23rd day of September, 1997, personally appeared Juan E. Rodriguez, to me well known to be the person described in and who produced a Florida Drivers License as identification.

WITNESS my hand and official seal the date aforesaid.



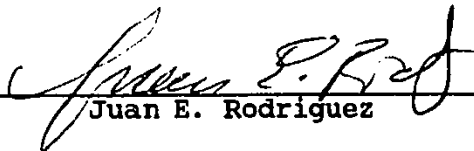

NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **Juan E. Rodriguez**, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 23rd day of September, 1997.



Juan E. Rodriguez

FILED
91 SEP 25 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA