



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 599593 7127027

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 13, 1997

ORDER TIME : 10:23 AM

ORDER NO. : 599593-005

CUSTOMER NO: 7127027

CUSTOMER: Beth Schulman, Esq
BOGLE & SCHULMAN, P.A.

P. O. Box 151358

Altamonte Sprin, FL 32715-1358

FILED
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DIVISION OF CORPORATIONS
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DOMESTIC FILING

NAME: MATRIX ENTERPRISES OF CENTRAL
FLORIDA, INC.

600002346246--2
-11/13/97--01052--005
*****70.00 *****70.00

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I- NAME

The name of the Corporation shall be:

Matrix Enterprises of Central Florida, Inc.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

430 Los Altos Way, #202
Altamonte Springs, FL 32714

ARTICLE III- MAILING ADDRESS

The mailing address of the Corporation shall be:

430 Los Altos Way, #202
Altamonte Springs, FL 32714

ARTICLE IV- SHARES

The number of shares of stock that this corporation is authorized to have outstanding at one time is: 100,000 Shares

ARTICLE V- BOARD OF DIRECTORS:

Fred P. Lackey, Chairman

ARTICLE VI- OFFICERS

President: Fred P. Lackey, 430 Los Altos Way, #202, Altamonte Springs, FL 32714

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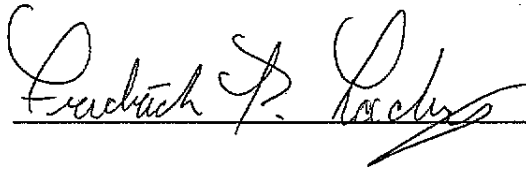
ARTICLE VII- INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Fred P. Lackey
430 Los Altos Way, #202
Altamonte Springs, FL 32714

The undersigned incorporators have executed these Articles of Incorporation this

11th day of November, 1997.



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

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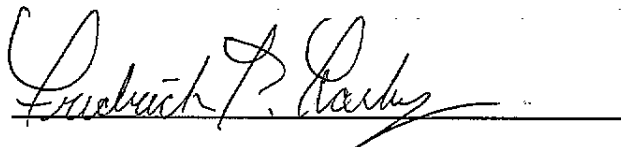
1. The name of the Corporation is:

Matrix Enterprises of Central Florida, Inc.

2. The name of the registered agent and office is:

Fred P. Lackey
430 Los Altos Way, #202, Altamonte Springs, FL 32714

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



11/11/97