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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: MATT-TECH, INC.

AUDIT NUMBER.....H97000019769

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

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ARTICLES OF INCORPORATION
OF
MATT-TECH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is MATT-TECH, INC. The corporation's principal address is 325-2 Ives Dairy Road, Miami, Florida 33179.

ARTICLE II
DURATION

The corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 1000 shares of \$0.10 par value common stock which shall be designated "Common Shares."

ARTICLE V
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, to be voted cumulatively.

Prepared by: JAY ROTHLEIN, ESQ. FB No. 438839
930 Washington Ave., 2nd Floor
Miami Beach, FL 33139 (305) 532-2250

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and Registered Office of the Corporation is:

JAY ROTHLEIN, ESQ.
930 Washington Avenue
Suite 209
Miami Beach, FL 33139

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have 2 Directors initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The names and addresses of the initial Directors and their respective offices are:

PRESIDENT/DIRECTOR: MATTHEW WITTKIN
325-2 Ives Dairy Road
Miami, FL 33177

SECRETARY/TREASURER: TERRY WITTKIN
10201 SW 133 Street
Miami, FL 33176

ARTICLE VIII

No contract, act or transaction of this corporation with any person or person, firm or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus

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contracting with this corporation for the benefit of himself or any other firm, association or corporation which he may in anywise be interested. Any director of this may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in 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
COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the date of filing of these articles.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

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**ARTICLE XXI
INCORPORATION**

The incorporator is MATTHEW WITTKIN and his corporate address is 325-2 Ives Dairy Road, Miami, Florida 33179.

IN WITNESS WHEREOF, I have set my hand and seal this
1 day of December, 1997.


MATTHEW WITTKIN

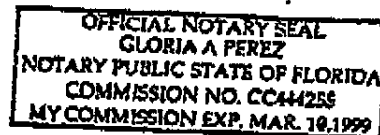
STATE OF FLORIDA)
) 58
COUNTY OF DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MATTHEW WITTKIN, who produced as identification DL# 0335-58-68-330-0, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was freely and voluntarily executed for the purposes therein expressed.

WITNESS my hand and seal, this 1st day of December, 1997
at Miami, Dade County, Florida


NOTARY PUBLIC
State of Florida

My commission expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that MATT-TECH, INC., a Florida corporation, with its principal office, as indicated in the Articles of Incorporation, has named JAY ROTHLEIN, ESQ., located at 930 Washington Avenue, Suite 209, Miami Beach, FL 33139, as its agent to accept service of process with this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, JAY ROTHLEIN, ESQ., hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.

DATE

12/1/97


JAY ROTHLEIN, ESQ.

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