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W. Wm. Ellsworth, Jr.
Counsellor at Law

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March 7, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 PM 4:10

RE: MATT ASSOCIATES, INC.

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03/11/98--01046--018
****122.50 ****122.50

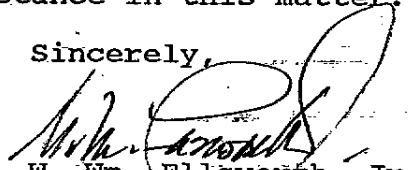
Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of this proposed Corporation. Please endorse your approval on a Certified Copy and return to this office.

Also enclosed is a check in the amount of \$122.50 to cover the filing fee of \$35.00; the Certificate of Resident Agent for service of Process fee of \$35.00; and the Certified Copy of Articles of Incorporation fee of \$52.50.

Thank you for your assistance in this matter.

Sincerely,


W. Wm. Ellsworth, Jr.

WWEJr/lsk
Enclosures

D. BROWN MAR 11 1998

ARTICLES OF INCORPORATION
OF
MATT ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
90 MAR 11 PM 4:10

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation is MATT ASSOCIATES, INC.

ARTICLE II

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

Six Thousand (6,000) shares of Common Stock having a nominal or par value of One Dollar (\$1.00) per share, all of which shall be Common Stock of the same class. All stock issued shall be fully paid and non-assessable.

ARTICLE IV

INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

The street address of that initial registered office and principal office of this Corporation is 1100 Oakbridge Parkway, #150, Lakeland, Florida 33803, and the name of the initial Registered Agent of this Corporation at that address is M. A. Todd.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

M. A. TODD
1100 Oakbridge Parkway
#150
Lakeland, FL 33803


ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles as an Incorporator is:

M. A. TODD
1100 Oakbridge Parkway
#150
Lakeland, FL 33803

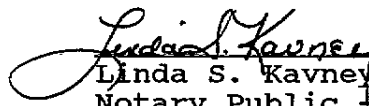
IN WITNESS WHEREOF, the undersigned Subscriber has executed
the Articles of Incorporation this 7th day of March, 1998.


M. A. TODD

STATE OF FLORIDA
COUNTY OF POLK

Before me, a Notary Public authorized to take
acknowledgements in the State and County set forth above,
personally appeared M. A. Todd who is personally known to me and
known by me to be the person who executed the foregoing Articles
of Incorporation, and he acknowledged before me that she executed
those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the State and County aforesaid this 7th day
of March, 1998.


Linda S. Kavney
Notary Public + State of Florida



LINDA S KAVNEY
My Commission CC402579
Expires Oct. 07, 1998
Bonded by NFNU
800-224-6368

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 PM 4:10

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

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

That MATT ASSOCIATES, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicating in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named M. A. TODD, whose address is 1100 Oakbridge Parkway, Suite #150, Lakeland, Florida 33803, as its Agent to accept Service of Process within the State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



M. A. TODD
Resident Agent