

DAVID H. CONOLLY OR  
GAIL F. CONOLLY

813-593-9315

433 HARBOR DR. N.  
INDIAN ROCKS BEACH, FL 33785-3153

MATODAKE CORP.

1362

63-612/631

8 June 19 98

PAY TO THE  
ORDER OF

Secretary of State

\$ 70. <sup>00</sup>/<sub>xx</sub>

Seventy Dollars & — NO/100'S —

DOLLARS

Security Features  
are included  
Details on back

**Barnett**

026-007

1300 66th Street, North  
St. Petersburg, Florida 33710

FOR

INCorp Filing Fee

David H. Conolly

NP

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FILED  
98 JUN -9 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSE

JUN 9

1998

**CERTIFICATE OF INCORPORATION  
OF**MATODAKE CORPORATIONFILED  
98 JUN -9 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

**FIRST  
IDENTIFICATION**

The name of the corporation, hereinafter referred to as the "Corporation," is MATODAKE CORPORATION

**SECOND  
PERIOD OF EXISTENCE**

The period during which the corporation shall continue is perpetual.

**THIRD  
REGISTERED OFFICE AND REGISTERED AGENT & PRINCIPAL ADDRESS**

The address of the initial registered office of the Corporation is 433 HARBOR DRIVE NORTH  
and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is INDIAN ROCKS BEACH, FL 33785  
DAVID CONOLLY  
433 HARBOR DRIVE NORTH, INDIAN ROCKS BEACH, FL 33785

"I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT

**FOURTH  
PURPOSE**

David H. Conolly  
DAVID H. CONOLLY

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of ~~Delaware~~ FLORIDA.

**FIFTH  
SHARES**

The total authorized capital stock of the Corporation is 2000 shares having a  
Par Value of \$10.00. All or any part of said shares may be issued by the Corporation from  
time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

**SIXTH  
INCORPORATOR'S ADDRESS**

The name and post office address of the Incorporator of the Corporation is as follows:

DAVID H. CONOLLY

433 HARBOR DRIVE NORTH

INDIAN ROCKS BEACH, FL 33785

SEVENTH  
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

DAVID H. CONOLLY 433 HARBOR DRIVE NORTH, INDIAN ROCKS BEACH, FL 33785

EIGHTH  
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be at time of issuance.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of  
time of issuance.



DAVID H. CONOLLY (813) 593-9315 (H)

(Incorporator) (813) 302-7984 (W)