

Hoffmeier Accounting & Tax Service, Inc.

5101 N.W. 21st Avenue, Suite 200, Fort Lauderdale, Florida 33309

Phone (305) 735-8770 • Fax (305) 733-9220

P98000056206

STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

700002568087-0
-06/22/98-01093-004
***122.50 ***122.50

GENTLEMEN:

ENCLOSED PLEASE FIND ARTICLES OF INCORPORATION FOR
MATTO & ASSOC, INC. ALONG WITH OUR CHECK IN THE AMOUNT
OF \$122.50 TO COVER THE FILLING COST OF THIS CORPORATION.
IF YOU HAVE ANY QUESTIONS REGARDING THIS MATTER, PLEASE
CONTACT US AT THE ABOVE ADDRESS OR TELEPHONE NUMBER.

THANK YOU,

Lisa J. Darbro

LISA J. DARBRO

Lisa's office GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM

Reading, art. 1
6/24/98
TA

FILED
98 JUN 22 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-6/24/98

ARTICLES OF INCORPORATION
OF
MATTO & ASSOCIATES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 22 AM 8:49

FILED

MATTO & ASSOCIATES, INC.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION IS
A NATURAL PERSON, COMPETENT TO CONTRACT, ASSOCIATED TO FORM A
CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA: AND
FURTHER AGREES TO THE FOLLOWING CONDITIONS OF SAID CORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION IS: MATTO & ASSOCIATES, INC.

ARTICLE II: NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES
PROPOSED TO BE TRANSACTED BY THE CORPORATION, AND THE POWERS AND
PRIVILEGES TO BE EXERCISED BY IT SHALL INCLUDE ALL POWERS THAT ARE
GIVEN TO THE BODIES CORPORATE UNDER THE STATUTES OF THE STATE OF
FLORIDA, AND THE LAWS OF THE UNITED STATES, TOGETHER WITH ALL RIGHTS
POWERS AND PRIVILEGES INCIDENT THERETO.

ARTICLE III: CAPITAL STOCK

THE CAPITAL STOCK OF THE CORPORATION SHALL CONSIST OF ONE HUNDRED
(100) SHARES OF A PAR VALUE OF ONE (\$1.00) DOLLAR EACH, WHICH STOCK
SHALL BE PAID FOR IN CASH, REAL OR PERSONAL PROPERTY OR IN SERVICES.
THE VALUE OF EACH SUCH REAL OR PERSONAL PROPERTY OR SERVICES SHALL BE
FIXED BY THE BOARD OF DIRECTORS OF SAID CORPORATION, AND THE STOCK
SHALL BE ISSUED ON THE VALUE SO FIXED. ALL STOCK SHALL BE FULLY PAID
FOR AND NON-ASSESSABLE.

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS IT BE
DISSOLVED BY ACTION OF LAW.

ARTICLE V: PLACE OF BUSINESS
INITIAL REGISTERED OFFICE
INITIAL REGISTERED AGENT

THE INITIAL REGISTERED OFFICE AND PLACE OF BUSINESS OF THIS CORPORATION
IN THE STATE OF FLORIDA IS:

PLACE OF BUSINESS

20340 NE 10TH COURT ROAD
MIAMI FLORIDA 33179

REGISTERED OFFICE

20340 NE 10TH COURT ROAD
MIAMI FLORIDA 33179

THE INITIAL REGISTERED AGENT IS:

JOSE MATTO
20340 NE 10TH COURT ROAD
MIAMI FLORIDA 33179

ARTICLE VI: DIRECTOR

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER
OF DIRECTORS MAY BE CHANGED FROM TIME TO TIME AS THE STOCKHOLDERS
DESIRE, IN ACCORDANCE WITH THE BY-LAWS HEREOF.

ARTICLE VII: INITIAL DIRECTORS

THE NAME AND STREET ADDRESS OF THE FIRST BOARD OF DIRECTORS IS AS
FOLLOWS:

NAME
JOHN SHELLY

ADDRESS
20340 NE 10TH COURT ROAD
MIAMI FLORIDA 33179

ARTICLE VIII: SUBSCRIBERS

THE NAME AND STREET ADDRESS OF THE SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

NAME
JOSE MATTO

ADDRESS
20340 NE 10TH COURT ROAD
MIAMI FLORIDA 33179

ARTICLE IX: AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCKHOLDERS.

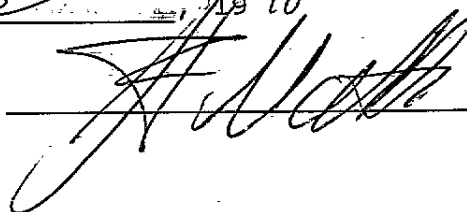
IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS

15th

DAY OF

June

1998



(SEAL)

STATE OF FLORIDA)

) ss:

COUNTY OF BROWARD)

I HEREBY CERTIFY THAT ON THIS DATE, BEFORE ME, A NOTARY PUBLIC
DULY AUTHORIZED IN THE STATE AND COUNTY ABOVE NAMED TO TAKE
ACKNOWLEDGEMENTS, PERSONALLY APPEARED

JOSE MATTO

TO ME KNOWN TO BE THE PERSON DESCRIBED AS SUBSCRIBER IN AND WHO DID
EXECUTE THE FOREGOING ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL THIS 15th DAY OF

June, 1998.

Frederick W. Hoffmeier
NOTARY PUBLIC STATE OF FLORIDA

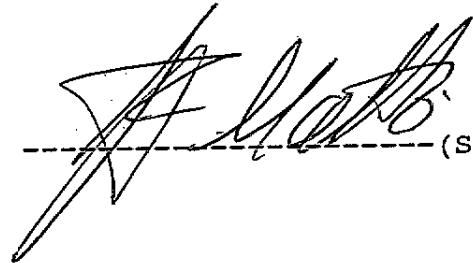
MY COMMISSION EXPIRES:



Frederick W. Hoffmeier
MY COMMISSION # CC696874 EXPIRES
December 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

I, JOSE MATTO, UNDERSIGNED DO ACKNOWLEDGE THAT I AM FAMILIAR WITH
DUTIES AND RESPONSIBILITIES AS A REGISTERED AGENT FOR A
CORPORATION, AND AS SUCH, DO HEREBY ACCEPT AS REGISTERED AGENT FOR

MATTO & ASSOCIATES, INC.


----- (SEAL)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

) ss:

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JOSE MATTO

TO ME KNOWN TO BE THE PERSON DESCRIBED AS REGISTERED AGENT AND WHO
DID HEREBY ACCEPT AS REGISTERED AGENT.

WITNESS MY HAND AND OFFICIAL SEAL THIS 15th DAY OF

June, 1998.

Frederick W. Hoffmeier
NOTARY PUBLIC - STATE OF FLORIDA

MY COMMISSION EXPIRES:



Frederick W. Hoffmeier
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