

P98000063170



ACCOUNT NO. : 072100000032

REFERENCE : 893874 7159628

AUTHORIZATION : Patricia Pujut

COST LIMIT : \$ 70.00

ORDER DATE : July 16, 1998

ORDER TIME : 11:11 AM

ORDER NO. : 893874-005

CUSTOMER NO: 7159628

CUSTOMER: Joseph J. Mazza, President  
COMPLIANCE SUPERVISORS INC.

1 Leitrim Lane

Hazlet, NJ 07730-1171

100002591731--0

DOMESTIC FILING

NAME: MATRIX TRADING GROUP, INC.

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: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 17 PM 1:02

RECEIVED  
98 JUL 17 PM 12:08  
DIVISION OF CORPORATIONS  
7/17/98

**ARTICLES OF INCORPORATION**

OF

Matrix Trading Group, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 17 PM 1:02

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provision of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Matrix Trading Group, Inc.

SECOND: The street address of the principal office of the corporation is 17 Elgin Lane, Palm Beach Gardens, Florida 33418.

The mailing address of the corporation is 17 Elgin Lane, Palm Beach Gardens, Florida 33418.

THIRD: The number of shares that the corporation is authorized to issue is 1,500, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 17 Elgin Lane, Palm Beach Gardens, Florida 33418.

The name of the initial registered agent of the corporation at the said registered office is David Wedeen.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME Compliance Supervisors Inc. ADDRESS: 1 Leirim Lane, Hazlet, New Jersey 07730

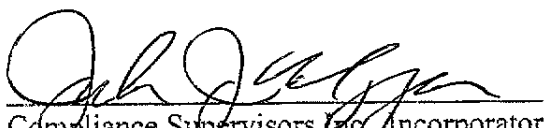
SIXTH: The number of directors constituting the initial Board of Directors of this corporation is two (2). The name and address of each person who is to serve as such Director is:

David Wedeen, 17 Elgin Lane, Palm Beach Gardens, Florida 33418.

Christopher Smithers, 13 Lochwich Road, Palm Beach Gardens, Florida 33418.


SEVENTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the board of directors, as the case may be, to such individuals or entities, and for such lawful consideration, and on such terms, as the board of directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

Signed on July 13, 1998

  
Compliance Supervisors Inc., Incorporator  
By: Joseph J. Mazza, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 17 PM 1:02

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

  
David Wedeen

7-13-98  
Date