(((H98000013550 2)))

DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.

ACCT#: 070744001530

CONTACT: PAM FRIEDMAN PHONE: (305)358-2571

FAX #: (305)358-7832

NAME: MATRIX FUND, INC.

AUDIT NUMBER..... 198000013550

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

CERT. OF STATUS...O

PAGES..... 1

DEL.METHOD.. FAX

CERT. COPIES.....1

\$122.50 EST.CHARGE..

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

2400 7E1

VT100

Online

21:21 8661-22-70

71.9

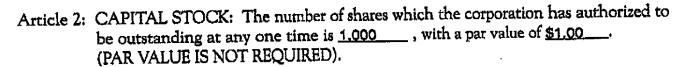
H98-13550

ARTICLES OF INCORPORATION



Address of Corporation: 365 GRECO AVENUE

CORAL GABLES, FL 33146



Article 3: REGISTERED AGENT: IAN STEWART

REGISTERED OFFICE: 365 GRECO AVENUE

CORAL GABLES, FL 33146

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

07 / 21 / 98 Date Signature of Registered Agent

South South

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).

First listed is President, second is Vice President, then Secretary/Treasurer.

- 1
- 2.
- 3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

IAN STEWART

365 GRECO AVENUE

CORAL GABLES, FL 33146

In witness whereof, I have subscribed my name:

Signature of Incorporator

H98-13550

Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571