

P980000 79406

Richard Hammer
139 Executive Circle
Suite 201
Daytona Beach, Florida 32114
904-257-4266

September 4, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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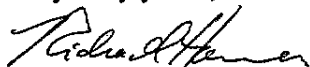
Dear Sir:

Please find enclosed the proposed Articles of Incorporation for the proposed corporation:

Matrix Investors, Inc.

My check for the required fees of \$122.50 is enclosed, for the incorporation and certified copy. Thank you for your prompt processing.

Very truly yours,



Richard Hammer

Enclosures - Articles of Incorp.
- Check

APPROVED
AND
FILED
98 SEP -8 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROOK SEP 15 1998

**ARTICLES OF INCORPORATION
OF
MATRIX INVESTORS, INC.**

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be Matrix Investors, Inc. The principle place of business of this corporation shall be 139 Executive Circle, Suite 201, Daytona Beach, Florida 32114.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having One Dollar (\$ 1.00) par value per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 139 Executive Circle, Suite 201, Daytona Beach, Florida 32114, and the name of the initial registered agent of the corporation at that address is Richard Hammer.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director (s) initially. The number of directors may be changed from time to time in accordance with the Bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of the corporation is :

Richard Hammer
139 Executive Circle
Suite 201
Daytona Beach, Florida 32114

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

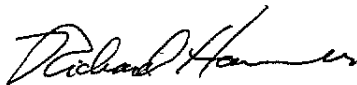
Richard Hammer
139 Executive Circle
Suite 201
Daytona Beach, Florida 32114

IN WITNESS WHEREOF, The undersigned has signed these Article of Incorporation on this 4th day of September, 1998.



Richard Hammer, Incorporator

I hereby acknowledge and accept the assignment of registered agent for this corporation.

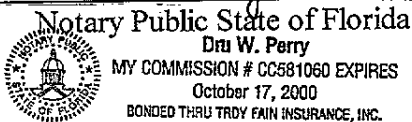


Registered Agent's Signature

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 4th day of September of 1998, by Richard Hammer who is personally known to me or has produced FL. DL H560-744-082-0 (type of identification) and did/did not take an oath.



Seal/Stamp

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SECRETARY OF STATE
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