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CERTIFIED CIVIL MEDIATOR

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January 8, 1999

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation of Matrix USA, Inc.

Dear Sir/Madam:

In regard to the above captioned matter enclosed please find the Articles of Incorporation of Matrix USA, Inc., along with a check in the amount of \$122.50 representing filing fee. We would respectfully request that these documents be filed in the office of the Secretary of State, Division of Corporations.

We thank you for your cooperation in this regard.

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*****122.50 *****78.75

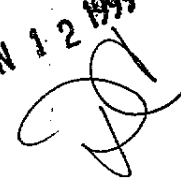
Very truly yours,

LAW OFFICES OF
LOUIS M. HILLMAN-WALLER

By: 

Ivonne Gayon, Legal Secretary for
LOUIS M. HILLMAN-WALLER

LMHW/ig
Enc.

FILED
99 JAN 11 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA
JAN 12 1999


ARTICLES OF INCORPORATION
OF

MATRIX USA, INC.

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

MATRIX USA, INC.

The permanent and mailing address of the corporation shall be:

One Alhambra Plaza, Ste. 1415
Coral Gables, Florida 33134

ARTICLE II.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Hundred (100) Shares of Stock. The Shares of Stock authorized shall be common stock having a par value of one (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Louis M. Hillman-Waller, Esq.
782 N.W. LeJeune Road, Ste. 350
Miami, Florida 33126

ARTICLE V.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

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TALLAHASSEE FLORIDA

ARTICLE VI.

INITIAL BOARD OF DIRECTORS

The name and post office address of the initial member(s) of the initial Board of Directors is/are:

| <u>Name</u> | <u>Address</u> |
|-------------------------|---------------------------------------------------------|
| Carlos Eduardo Forti | One Alhambra Plaza, Ste. 1415 Coral Gables, FL 33134 |
| Evandro Rodrigues Silva | One Alhambra Plaza, Ste. 1415 Coral Gables, FL 33134 |

The members of the first Board of Directors shall hold office until the first annual meeting of Stockholders of the Corporation.

ARTICLE VII.

INCORPORATOR

The name and post office address of the Incorporator(s) executing these Articles of Incorporation is/are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|---------------------------------------------------------|
| Carlos Eduardo Forti | One Alhambra Plaza, Ste. 1415 Coral Gables, FL 33134 |

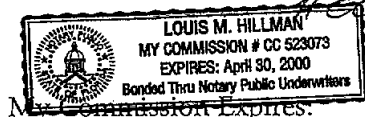
The undersigned Incorporator(s), for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


CARLOS EDUARDO FORTI

STATE OF FLORIDA]

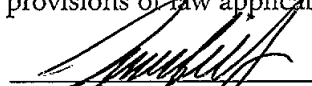
COUNTY OF DADE] SS.:

The foregoing instrument was acknowledged by me this 21 day of JANUARY, 1999, by CARLOS EDUARDO FORTI, who is personally known to me or who has produced a Brazilian Passport as identification and who did take an oath.




NOTARY PUBLIC

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


LOUIS M. HILLMAN-WALLER

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TALLAHASSEE FLORIDA