

Request for Filing of Articles

Date Aug. 17, 1999

Secretary of State

Division of Corporations

P O Box 6327

Tallahassee, FL 32314

EFFECTIVE DATE
8-19-99

100002966901--6

-08/23/99--01100--010

*****78.75 *****78.75

RE: The Matrix Shop, Inc

To whom it may concern:

Enclosed herewith are the original Articles of Incorporation of the above named Corporation together with a check made payable to: Secretary of State in the amount of \$78.75 to cover the following costs:

<u>ITEM</u>	<u>AMOUNT</u>
Filing Fee	\$35.00
Certificate of Resident Agent	35.00
Certified Copy of Charter	8.75
Total	\$78.75

Please note that the Articles of Incorporation include designation of, and acceptance by the Resident Agent. Also, please note that the Articles state that the Corporation shall begin as of the date of the complete execution and acknowledgment of the Articles rather than as of the date of filing.

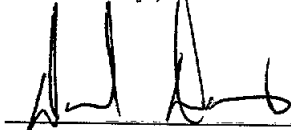
In the event the Corporate name as submitted cannot be utilized, please alter the articles utilizing the following proposed alternate names, without any additional verification being required from us

Alternate Corporate Name: The Matrix Co., Inc.

If the original name or the proposed names are not acceptable or available, then please call me for further directions at the following number: (904) 760-7042

Upon acceptance of the charter and the filing thereof by your office, please provide my office with a certified copy of the corporate charter and charter number.

Sincerely,



Daniel Davis, Incorporator

ARTICLES OF INCORPORATION

OF

The Matrix Shop, Inc.

EFFECTIVE DATE
8-19-99

FILED
9 AUG 23 PM 5:20
CLERK OF DISTRICT COURT
ALABAMA, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I -- NAME

The name of this corporation is:

The Matrix Shop, Inc.

ARTICLE II - TERMS OF EXISTENCE

This corporation shall commence as of the date of the complete execution and acknowledgment of these Articles or if these Articles are filed more than five (5) days after the complete execution of these Articles, then this corporation shall commence as of the date of filing, and the duration of the corporation's existence shall be perpetual.

ARTICLE III - NATURE OF THE BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The street address of the initial registered office of this corporation is:

Address: 2555 S. Atlantic Ave. #1203

Daytona Beach Shores, Fl. 32118

The name of the initial registered agent of this corporation at that address is:

Registered Agent: Daniel L. Davis

ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and street address of the initial board of directors of this corporation, who, subject to these articles of incorporation and the laws of the State of Florida shall hold office until the first annual meeting of the Shareholders or until their successors are elected and qualified, or until their

resignation, removal from office or death is:

	NAME	ADDRESS
Member 1:	Daniel L. Davis	2555 S. Atlantic Ave #1203 Daytona Beach Shores, FL 32118
Member 2:		
Member 3:		
Member 4:		
Member 5:		

ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator is:

Incorporator: Daniel L. Davis 2555 S. Atlantic Ave. #1203
Daytona Beach Shores, FL 32118

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles or any amendment hereto, any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this day Aug 19 1999


Incorporator

STATE OF FLORIDA)
COUNTY OF Volusia FL

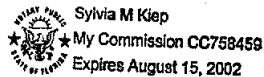
Before me personally appeared to me well known and known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state named above this 19th day of AUGUST, 1999.

PERSONALLY KNOWN

Sylvia M. Kiep
Notary Public, State of Florida
My Commission Expires: 8-15-02

Form Copyrighted, 1986,
Eric L. Bolves and Ralph B. Leemis



CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

The Matrix Shop, Inc.
Corporate Name

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: DESIGNATION

That the above named Corporation, desiring to organize and
qualify under the laws of the State of Florida, has named the
following person to be Registered Agent to accept Service of
Process in the State of Florida at the principal place of business
of the Corporation.

Registered Agent: Daniel L. Davis

Principal Place of Business

Address: 2555 S. Atlantic Ave. #1203

City: Daytona Beach Shores, Fl. Zip: 32118

Signature [Signature]
Title: President

Date: 8-18-99

SECOND: ACCEPTANCE

Having been named to accept Service of Process for the above
named Corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

Signature [Signature]
Registered Agent

Date: 8-18-99

Form Copyrighted, 1986,
Eric L. Bolves and Ralph B. Leemis

FILED
99 AUG 23 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA