

Lawrence A. Saichek, Esq.

601 Brickell Key Drive
The Courvoisier Centre II - Suite 505
Miami, FL 33131
(305) 577-3902 fax (305) 577-0860

900 North Federal Highway
Boca Reflections Building - Suite 460
Boca Raton, FL 33432
(561) 394-0135 fax (561) 394-0571

P99000091199

July 20, 1999

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

900003003699--1
-10/04/99--01050--001
****122.50 *****78.75

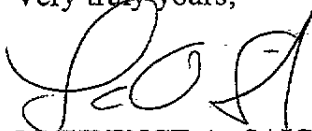
Re: TechnologyMatters, Inc.
Articles of Incorporation

Ladies and Gentlemen:

Enclosed please find two copies of the Articles of Incorporation of the above referenced corporation along with a check in the amount of \$122.50 as payment of the filing fee. The certified copy of the Articles of Incorporation should be returned to me at my Miami address: 601 Brickell Key Drive, Suite 505, Miami, FL 33131.

If you have any questions regarding the above, please contact the undersigned.

Very truly yours,


LAWRENCE A. SAICHEK

LAS/lf
encl.

FILED
99 OCT 18 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/18/99 -TS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 5, 1999

LAWRENCE A. SAICHEK, ESQ.
601 BRICKELL KEY DR.
THE COURVOISIER CENTRE II - STE. 505
MIAMI, FL 33131

SUBJECT: TECHNOLOGYMATTERS, INC.
Ref. Number: W99000022962

We have received your document for TECHNOLOGYMATTERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 599A00048290

ARTICLES OF INCORPORATION OF TECHNOLOGYMATTERS, INC.

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, right, privileges and immunities of corporations.

ARTICLE I

The name of the Corporation shall be TechnologyMatters, Inc. Its business shall be carried out at its principal place of business, as set forth below, or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes.

ARTICLE III

The maximum number of shares of this Corporation is authorized to have outstanding at any time shall be 1000 shares of Common Stock at One (\$1.00).

ARTICLE IV

The Corporation shall begin business with a capital of One Hundred (\$100.00) Dollars, and the undersigned incorporator(s) do hereby state that there has already been paid into the Corporation, on behalf of the subscribers set forth herein, the sum of One Hundred (\$100.00) Dollars.

ARTICLE V

This Corporation shall exist perpetually.

99 OCT 18 AM 11:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the By-Laws of this Corporation. Directors need not be stockholders.

ARTICLE VII

The principal place of business of this Corporation shall be located at: P.O. Box 160891, Miami, FL 33116 in Miami-Dade County, Florida. The Corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VIII

The name(s) and post office address(es) of the first Board of Directors of this Corporation, who shall hold office until the organizational meeting of this Corporation, and until their successor(s) are elected and have qualified, are:

Mark Gilbert
P.O. Box 160891
Miami, FL 33116

ARTICLE IX

The office to be held by the above named Director(s) are as follows:

President:	Mark Gilbert
Secretary/Treasurer:	Mark Gilbert

ARTICLE X

The name(s) and address(es) of each subscriber of these Articles of Incorporation and a statement of the number of shares of stock which each agree(s) to take is as follows:

Name	Address	Shares	Value
Mark Gilbert	P.O. Box 160891 Miami, FL 33116	100	\$100.00

ARTICLE XI

The name and address of the initial registered agent is:

Lawrence A. Saichek
601 Brickell Key Drive
Suite 505
Miami, FL 33131

ARTICLE XII

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a Director or an Officer of the Corporation and each person who serves, at the request of the Corporation, as a Director or an Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being such Director or Officer or by reason of any action alleged to have been taken or omitted by him as such a Director or Officer. The Corporation shall reimburse such persons for all costs and legal and other expenses reasonably incurred by such Director or Officer in connection with any such claim or liability as to which it shall be adjudged that such Director or Officer is liable, to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

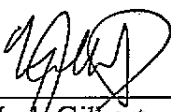
ARTICLE XIII

No contract or other transaction between this Corporation and any other firm or corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation(s), provided that the fact that he/she is so interested shall be disclosed to the Board of Directors at any meeting of the Board at which action on any such contract, transaction or act shall be taken. The Director or Officer so interested may vote on such contract, transaction or act.

ARTICLE XIV

The provisions of these Articles of Incorporation and every Article hereof, and the By-Laws of this Corporation, shall be considered part of every contract and transaction to which this Corporation shall be a party. Every person, association, entity and/or corporation dealing with this Corporation is hereby charged with knowledge of this Corporation.

IN WITNESS WHEREOF we have hereunto set out our hands and seals this 12th ^{October} day of July, 1999.



Mark Gilbert

State of Florida)
)
County Of Miami-Dade)

BEFORE ME, the undersigned authority, personally appeared Mark Gilbert to me well known to be the persons described in and who executed and subscribed the foregoing Articles of Incorporation, and acknowledged, before me, that such Articles of Incorporation were executed and subscribed to for the purposes set forth therein.

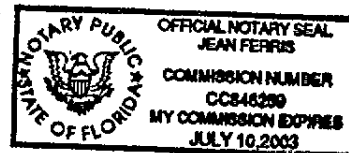
WITNESS my hand and official seal at Miami-Dade County, Florida this 12th ^{October} day of July, 1999.



Notary Public, State of Florida

Notary Name Printed

MY COMMISSION EXPIRES:
Personally Known___ or Produced Identification
Type of Identification Produced:
DID take Oath___ or DID NOT take oath



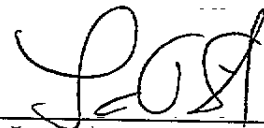
CERTIFICATE DESIGNATING REGISTERED AGENT UPON WHOM SERVICE MAY BE SERVED WITHIN THIS STATE

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said act:

FIRST, that TechnologyMatters, Inc., a Florida corporation qualified to do business under the laws of the State of Florida, with its principal office at P.O. Box 160891, Miami, FL 33116, has appointed Lawrence A. Saichek as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act, relative to keeping open said office.

By:



Lawrence A. Saichek
601 Brickell Key Drive
Suite 505
Miami, FL 33131

FILED

99 OCT 18 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA