

TRANSMITTAL LETTER

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

800003026118--6
-10/27/99--01043--022
*****70.50 *****70.00

SUBJECT: _____

(Proposed corporate name - must include suffix)
matrix Holdings, Inc. of Naples

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Attorney John F. Houton

Name (Printed or typed)

275 Yucca Road

Address

Naples, FL 34102

City, State & Zip

(941) 643-5051

Daytime Telephone number

John Houton GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Corp Name*
DATE *10-28-99*
DOC. EXAM *CB*

NOTE: Please provide the original and one copy of the articles.

CB
10-28-99
5

**ARTICLES OF INCORPORATION
OF**

MATRIX HOLDINGS, INC. OF NAPLES

FILED
99 OCT 27 AM 9:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, natural persons competent to contract, hereby form and establish a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is MATRIX HOLDINGS, INC. OF NAPLES

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation shall be located at the following address:
10886 Longshore Way W., Naples, Florida 34119

The mailing address of the Corporation is as follows:

10886 Longshore Way W., Naples, Florida 34119

ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

Scott K. Barker
10886 Longshore Way W.
Naples, FL 34119

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be decreased or increased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

Scott K. Barker
10886 Longshore Way W.
Naples, FL 34119

Albert De Mange
741 9th Street South
Naples, FL 34102

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX INCORPORATORS

The name and street address of the person signing these Articles of Incorporation as Incorporator is: Scott K. Barker
10886 Longshore Way W.
Naples, FL 34119

ARTICLE X INITIAL OFFICERS

The names and addresses of initial officers shall be Scott K. Barker, President and Treasurer, 10886 Longshore Way W. , Naples, FL 34119 and Albert DeMange, Secretary and Assistant Treasurer 741 9th Street South, Naples, FL 34102,

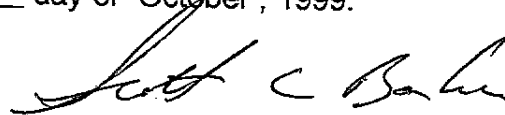
ARTICLE XII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII BY-LAWS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the By-Laws of the Corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 22 day of October, 1999.


SCOTT K. BARKER

I hereby accept the designation as registered agent.


SCOTT K. BARKER

FILED
99 OCT 27 AM 9:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 22 day of
October, 1999 by Scott K. Barker of MATRIX HOLDINGS, INC.
OF NAPLES a Florida Corporation. He is
personally known to me or has produced a driver's licenses as identification and who
did (did not) take an oath.

Carol P. Rogers

Signature of Notary Public

Carol P. Rogers

Printed Name of Notary Public

Commission Expires:



Carol P. Rogers

MY COMMISSION # CC660793 EXPIRES

July 1, 2001

BONDED THRU TROY FAIN INSURANCE, INC.