

OFFICE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

600003039986--3

-11/09/99-01076-007

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

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MAT GUARD, INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)



Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED
RECEIVED
99 NOV -9 PM 2:56
99 NOV -9 AM 11:39
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

LAW OFFICES OF CAROL L. GRANT, P.A.

561 NW 183rd STREET~MIAMI, FLORIDA 33169

PHONE (305) 653-1950

FAX (305) 653-2359

November 5, 1999

Lazarus Corporate Filing Service, Inc.
3320 S.W. 87 Avenue
Miami, Florida 33165

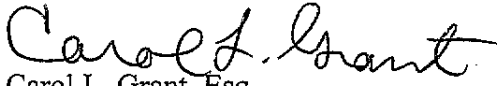
Re: Incorporation for MatGuard

Dear Sir or Madam:

Please file the enclosed articles and deliver the corporate kit to Carol Ferguson-Nicholson at Asset Based Lending Consultants, Inc., 6151 Miramar Parkway, Suite 124, Miramar, Florida 33023 (phone 954-962-0099).

Thank you.

Sincerely,



Carol L. Grant, Esq.

Encl.

ARTICLES OF INCORPORATION
FOR
MATGUARD, INC.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the corporation shall be:

MATGUARD, INC.

ARTICLE II DURATION

The corporation shall have a perpetual existence.

ARTICLE III PURPOSE

The purpose of this Corporation is to engage in any or all lawful business for which corporations may be incorporated under the laws of the United States and Florida.

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

19140 NW 22nd Street
Pembroke Pines, Florida 33029

ARTICLE V CAPITAL STOCK

The Corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of One Dollar per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

CAROL FERGUSON-NICHOLSON
6151 Miramar Parkway, Suite 124
Miramar, Florida 33023

FILED
99 NOV -9 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII INCORPORATOR(S)

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

CAROL FERGUSON-NICHOLSON
19140 NW 22nd Street
Pembroke Pines, Florida 33029

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The Corporation shall have one initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and address of the initial Board of Director is:

CAROL FERGUSON-NICHOLSON
19140 NW 22nd Street
Pembroke Pines, Florida 33029

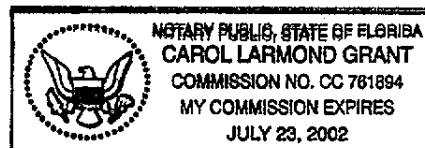
The undersigned has executed these Articles of Incorporation this 5th day of November 1999.


CAROL FERGUSON-NICHOLSON - Incorporator

The foregoing Articles of Incorporation were acknowledged before me this 5th day of November 1999 by Carol as the Incorporator of MATGUARD, INC., a Florida Corporation. She is personally known to me or has produced FDL F622-101-65-810-0 identification and did (did not) take an oath.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MATGUARD, INC. at the place designated in Article VI, CAROL FERGUSON-NICHOLSON, agrees to accept this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: November 5, 1999


CAROL FERGUSON-NICHOLSON Registered Agent

FILED
99 NOV -9 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA