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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INCORP

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CERTIFIED COPY

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New Charter

FROM: THE MATRIX INVESTMENT DEVELOPMENT CORPORATION
6104 RAINHOLLOW COURT
TEMPLE TERRACE FLORIDA 33167

Wec Profit
KRL 12/30
KRL
AMEND

ARTICLES OF INCORPORATION

OF

AND ²

THE MATRIX INVESTMENT/DEVELOPMENT CORPORATION

ARTICLE I - NAME

The name of the corporation shall be

AND ^a

THE MATRIX INVESTMENT/DEVELOPMENT CORPORATION

With Postal Address

6104 RAINHOLLOW COURT

TEMPLE TERRACE FL. 33167

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLES III - PURPOSE

PURPOSE:

The general purposes for which the corporation is initially organized are as follows:

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To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects herein above mentioned shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State and which now or hereafter may be authorized by law.

ARTICLE IV - SHARES OF STOCK

The corporation shall have authority to issue One Million (1,000,000) shares of Class A voting common stock, having a par value of One Hundredth of Cent (\$0.001) each, and One Million (1,000,000) shares of Class B non-voting common stock, having a par value of One Hundredth of a Cent (\$0.001) each.

The Shares of the Class A voting common stock and of the Class B non-voting common stock, and the preferences, limitation, and relative rights thereof, shall be identical, except only that shares of the Class B non-voting common stock shall not have any voting rights, while all voting rights of the shareholders will be held by the shareholders owning the shares of Class A voting common stock.

Rights of the shareholders will be held by the shareholders owning the shares of the Class A voting common stock.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office and the name of its' initial registered agent at such address is as follows:

AUDLEY EVANS
6104 RAINHOLLOW COURT
TEMPLE TERRACE FL. 33167

ARTICLE VI - DIRECTORS

The corporation shall have Three (3) director(s) initially. The number of directors may be either increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name(s) and address of the initial director(s) of the corporation (is) are:

Dr. Patrick Watson - President
2513 North Habana pl
Tampa Fl. 33168

Dr. Frank Howell - Vice President
5045 Barrowe Drive
Tampa FL. 33624

Audley Evans - Secretary
6104 Rainhollow Court
Tample Terrace Fl. 33167

ARTICLE VII - INDEMNIFICATION

- (a) The private property of the Stockholders shall not be subject to payment of any corporate debts to any extent whatsoever.
- (b) Directors of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (c) The Corporation shall indemnify each Director and Officer of the Corporation against all or any portion of any expenses reasonably incurred in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the Corporation (whether or not he continues to be an officer or Director at the time of incurring such expense), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

ARTICLE VIII

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHO PROCESS MAY BE SERVED,**

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

THE MATRIX INVESTMENT ~~AND~~

First--That DEVELOPMENT CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of TEMPLE TERRACE County of HILLSBOROUGH, State of Florida, has named AUDLEY EVANS of HILLSBOROUGH County of ^{The} State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

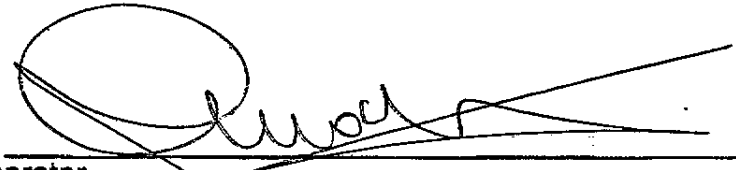
Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By



Registered Agent - AUDLEY EVANS

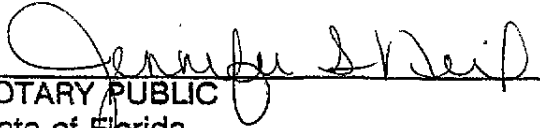
SUBSCRIBED AT TEMPLE TERRACE, HILLSBOROUGH, this 14TH day
of DECEMBER, 19 99.



Incorporator AUDLEY EVANS

STATE OF FLORIDA)
) SS
COUNTY OF)
 HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledge before me this 22
day of December, 19 99 by



NOTARY PUBLIC
State of Florida

My Commission Expires:

