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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 899-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

MAXX-PERFORMANCE SYSTEMS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF

MAXX-PERFORMANCE SYSTEMS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MAXX-PERFORMANCE SYSTEMS, INC.

The principal place of business of this corporation shall be: 9040 SW 40st MIAMI, FL. 33165

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES 1.00 PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

PRESIDENT: JORDAN SWERDLOFF 9040 SW 40st MIAMI, FL. 33165 50% OF THE SHARES
VICE PRESIDENT: EDWARD A. VINCIQUERA 9040 SW 40st MIAMI, FL. 33165 50% OF THE SHARES

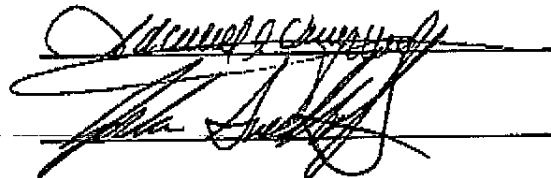
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

JORDAN SWERDLOFF 9040 SW 40st MIAMI, FL. 33165
EDWARD A. VINCIQUERA 9040 SW 40st MIAMI, FL. 33165

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, 14th day of MARCH 2000

Signature(s) of Incorporator(s)



Two handwritten signatures are written over two horizontal lines. The top signature is cursive and appears to read 'Jordan Swerdlhoff'. The bottom signature is also cursive and appears to read 'Edward A. Vinciquera'.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

MAXX-PERFORMANCE SYSTEMS, INC.

2. The name and address of the registered agent and office is:

JORDAN SWERDLOFF
9040 SW 40st

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL. 33165

(CITY/STATE/ZIP)

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SIGNATURE *Jordan Swerdloff*

TITLE V. PRESIDENT

DATE 03.14.2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE *Jordan Swerdloff*
DATE 3/14/00