MARSHALL L. COHEN, P.A.
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1412 ROYAL PALM SQUARE BLVD.
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P01000019407

February 13, 2001

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

200003705742--7
-02/15/01--01064--005
****122.50 *****87.50

Re: METRO MAX, INC.

To whom it may concern:

Enclosed are the original and one copy of the Articles of Incorporation Certificate and Acceptance of Registered Agent for the above-named proposed Florida corporation. Also enclosed is a check in the amount of $122.50, representing payment of the following:

Filing Fee	$ 35.00
Certified Copy Fee	$ 52.50
Registered Agent Fee	$ 35.00
Total	$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesy in this matter.

Sincerely,

Marshall L. Cohen

Marshall L. Cohen

MLC/lda
enc.
cc: client

FILED
01 FEB 21 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 22 2001

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 16, 2001

MARSHALL L. COHEN, P.A.
1412 ROYAL PALM SQUARE BLVD STE 103
FT MYERS, FL 33919

SUBJECT: MERTO MAX, INC.
Ref. Number: W01000003693

We have received your document for MERTO MAX, 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 and street address must be consistent wherever it appears in your document.

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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 101A00009771

FILED
01 FEB 21 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

METRO MAX, Inc.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: **METRO MAX, Inc.**

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 one hundred (100) shares of common stock, having a par value of $.10 (ten cents) per share.

ARTICLE IV. TERM OF EXISTENCE.

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

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

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

Name Roman Tkacz
Address 1111 9th Avenue West
Bradenton, Florida 34207

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

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

Name Roman Tkacz
Address 1111 9th Avenue West
Bradenton, Florida 34207

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Name Roman Tkacz
Address 1111 9th Avenue West
Bradenton, Florida 34207

ARTICLE IX. 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.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 13th day of February, 2001.

Name, Incorporator
ROMAN TKACZ

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, a Notary Public, personally appeared ROMAN TKACZ to me known to be the person described as Incorporator and showed personal identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 13th day of February, 2001.

MARSHALL L COHEN
MY COMMISSION # CC 883738
EXPIRES: Dec 4, 2003
1-800-3-NOTARY Fla. Notary Service & Bonding Co.

Notary Public-State of Florida

MARSHALL L. COHEN
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally known X OR Produced identification ______

Type of Identification produced ______

CERTIFICATE AND ACCEPTANCE
OF REGISTERED AGENT

FILED
01 FEB 21 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That METRO MAX, Inc.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1111 9th Avenue West, Bradenton, Florida, County of Manatee, State of Florida 34207, has named, Roman Tkacz, located at 1111 9th Ave. W., County of Manatee, State of Florida 34207 and its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

ROMAN TKACZ