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ACCOUNT NO. : 072100000032  
REFERENCE : 463174 4312115  
AUTHORIZATION : *Patricia Pizito*  
COST LIMIT : \$ 78.75

FILED  
01 SEP - 7 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : September 7, 2001  
ORDER TIME : 11:27 AM  
ORDER NO. : 463174-005  
CUSTOMER NO: 4312115

CUSTOMER: Ms. Elfi Parrish  
Allen Dell Frank & Trinkle  
  
Suite 1240  
101 East Kennedy Blvd.  
Tampa, FL 33602

EFFECTIVE DATE  
09-12-01

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 SEP - 7 PM 12:13  
TALLAHASSEE, FLORIDA  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: THE MAX COLE GROUP, INC.

EFFECTIVE DATE:

900004575429--9

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS: \_\_\_\_\_

J. BRYAN SEP - 7 2001

ARTICLES OF INCORPORATION  
OF  
THE MAX COLE GROUP, INC.

FILED  
01 SEP - 7 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of THE MAX COLE GROUP, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME:

The name of the Corporation is:

THE MAX COLE GROUP, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE:

EFFECTIVE DATE  
09-12-01

This Corporation shall have perpetual existence, commencing on September 12, 2001.

ARTICLE III. PURPOSE:

The general purpose or purposes for which the Corporation is organized are as follows:

- (a) to engage in owning and operating coin laundry businesses and all related businesses; and
- (b) to transact any and all other lawful business for which a business may be incorporated under the Florida General Corporation Act.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or service actually performed for the Corporation with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT:**

The street address of the initial registered office and the principal office of the Corporation is 722 Pinellas Bayway S., #107, Tierra Verde, Florida 33715, and the name of the Corporation's initial registered agent at that address is DAVID R. COHEN.

**ARTICLE VI. INITIAL BOARD OF DIRECTORS:**

The Corporation shall have two initial directors. The number of Directors may be either increased or diminished from time to time, as provided in the Bylaws, but shall never be less than one.

The names and addresses of the two initial directors are:

DAVID R. COHEN	722 Pinellas Bayway S. #107 Tierra Verde, Florida 33715
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MAUREEN COHEN	722 Pinellas Bayway S. #107 Tierra Verde, Florida 33715
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**ARTICLE VII. INCORPORATOR:**

The name and address of the incorporator is:

DAVID R. COHEN  
722 Pinellas Bayway S. #107  
Tierra Verde, Florida 33715

**ARTICLE VIII. PREEMPTIVE RIGHTS:**

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rate portion of:

(1) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed by or any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued

for cash, labor done, personal property, or real property or lease thereof; or

(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

#### ARTICLE IX. BYLAWS:

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and Shareholders, except that the Board of Directors may not amend or repeal any Bylaw adopted by Shareholders if the Shareholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

#### ARTICLE X. AMENDMENTS:

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders meeting by the holders of a majority of the shares entitled to vote thereon or in such other manner as may be provided by law.

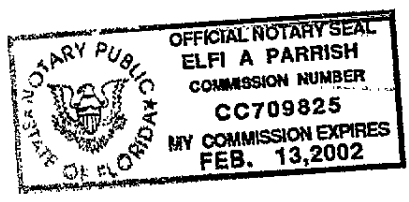
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of September, 2001.

David R. Cohen  
DAVID R. COHEN

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of September, 2001, by DAVID R. COHEN, who is personally known to me or who has produced \_\_\_\_\_ as identification.

Elfi A. Parrish  
Signature of Notary Public  
Notary Public's Name Printed  
State of Florida at Large  
My Commission Expires:



ACCEPTANCE

I hereby accept to act as initial Registered Agent for THE MAX COLE GROUP, INC., as stated in these Articles of Incorporation.

David R. Cohen (SEAL)  
DAVID R. COHEN

**FILED**  
01 SEP -7 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA