

P95000 0 48450

LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

390 NORTH GRAND AVENUE SUITE 1300
ORLANDO, FLORIDA 32802-2471
TELEPHONE (407) 648-0300
TELECOPIER (407) 648-1155

WEST PALM BEACH, FLORIDA
TAMPA, FLORIDA
DETROIT, MICHIGAN
LANSING, MICHIGAN
HOUSTON, TEXAS
LOS ANGELES, CALIFORNIA

SUZANNE M. AMADUCCI
DIRECT DIAL NUMBER
(407) 648-7447

June 20, 1995

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: MAXIMUM XS, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for MAXIMUM XS, INC., together with a check in the amount of \$122.50 representing a \$35 filing fee, a \$35 registered agent fee. Please return the certified copy of the undersigned by using the Federal Express envelope enclosed for your convenience.

Please do not hesitate to call my office if you should have any questions.

Thank you for your assistance.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN

Suzanne M. Amaducci
Suzanne M. Amaducci

SMA/vlc
Enclosures

ORLANDO/48108.1

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

70000152087T
-06/22/95--01073--007
****122.50 ****122.50

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JUN 21 PM 2:54

ARTICLES OF INCORPORATION
OF
MAXIMUM XS, INC.

FILED
1995 JUN 21 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is MAXIMUM XS, INC.

FILED
1995 JUN 21 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II
DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III
GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XI
AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 20th day of June, 1995.

INCORPORATOR:

[Signature]
DAVE BOEHMER

STATE OF FLORIDA
COUNTY OF ORANGE

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 20th day of June, 1995, by DAVE BOEHMER, who is personally known to me or has produced Florida Driver's License as identification.

Vicki L. Cook

NOTARY PUBLIC

Print Name: Vicki L. Cook

My Commission Expires:



VICKI L. COOK
My Commission CC298657
Expires Jul. 11, 1997
Bonded by HAI
800-422-1555

(SEAL)

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

[Signature]
DAVID S. OLIVER, ESQ.