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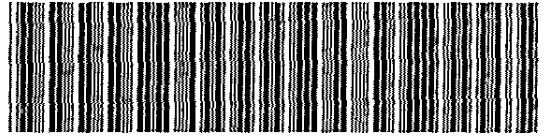
(Business Entity Name)

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FILED  
SECRETARY OF STATE  
DIVISION OF REVENUE  
04 JUL 26 AM 10:14

YVON JOLY  
ACCOUNTANT


JULY 12, 2004  
Secretary of State  
Division of New Corporation  
P. O. BOX 6327  
Tallahassee, Florida 32314

Re: MAX R ARCHER & ASSOCIATES, INC.  
Enclosed please find two copies of Articles of Incorporation  
For the above named corporation.

Also enclosed is a check in the amount of \$122.50 covering  
Resident Agent Fee, Charter Fee, Filing Fee, and Certified copy.

Please mail Certified Copy and any other necessary papers to us  
At 13200 SW 128th STREET STE# F-2, MIAMI, FL 33186.

Sincerely,

  
YVON JOLY

FILE  
SECRETARY OF STATE  
DIVISION OF NEW CORPORATION  
04 JUL 25 AM 10:45

**ARTICLES OF INCORPORATION  
OF  
MAX R ARCHER & ASSOCIATES, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Law and Florida Corporation Act, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I: NAME**

The name of this corporation is **MAX R ARCHER & ASSOCIATES, INC.**

**ARTICLE II : DURATION**

The period of its duration is perpetual.

**ARTICLE III : NATURE OF BUSINESS**

The purpose of this corporation is to engage in any activities or businesses permitted under the Laws of the United States and of the State of Florida.

**ARTICLE IV : CAPITAL STOCK**

The corporation is allowed to have outstanding at any one time 500 shares of common stock, having a par value of \$1.00 per share.

The percentage of stock distribution among directors is MAX R. ARCHER with 100% of the stocks.

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

The name and address of the initial registered agent and office of this corporation are as follows:

Agent:

**MAX R. ARCHER  
3521 ENVIRON BLVD.  
SUITE # 203  
LAUDERHILL, FL 33319**

Office :

**3521 ENVIRON BLVD STE 203.  
LAUDERHILL, FL 33319**

FILED  
SECRETARY OF STATE  
DIVISION OF  
04 JUL 25 AM 10:45

#### **ARTICLE VI : DIRECTORS**

This corporation shall have (1) one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the BY LAWS of the corporation in the manner provided by law, but shall never be less than one (1). The names of the initial director of the corporation is:

Max R. Archer  
3521 Environ Blvd  
Ste. 203  
Lauderhill, Fl 33319

#### **ARTICLE VII : INCORPORATORS**

The name and address of the sole incorporator signing these Articles of Incorporation is:

**MAX R. ARCHER**  
**3521 ENVIRON BLVD. Ste # 203**  
**LAUDERHILL, FL 33319**

#### **ARTICLE VIII : NON-RESIDENT DIRECTOR**

**Director need not be resident of this State or shareholders unless Articles of Incorporation or By-Laws so require.**

#### **ARTICLE IX : BY-LAW AMENDMENTS**

The power to adopt, alter, amend, or appeal the By-Laws of this corporation shall be vested in the shareholders.

#### **ARTICLE X : RESTRICTION ON AUTHORITY TO MORTGAGE OR PLEDGE ASSETS**

The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of 51% of the shares of the corporation entitled to vote thereon and not otherwise.

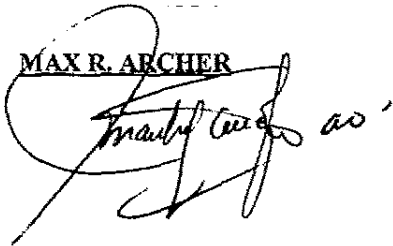
#### **ARTICLE XI : INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Incorporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF the undersigned incorporators executed these Articles of incorporation

This 12-DAY of JULY, 2004

MAX R. ARCHER



State of Florida  
County of Dade

BEFORE ME, the undersigned authority this day personally appeared Max R. Archer to me known to be the person who executed the foregoing Articles of incorporation, she acknowledged before me that she executed such instrument.

Date this-12day of JULY 2004



NOTARY PUBLIC  
MY COMMISSION EXPIRES:



Yvon Joly  
My Commission DD201146  
Expires April 7, 2007

04 JUL 25 AM 10:45  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

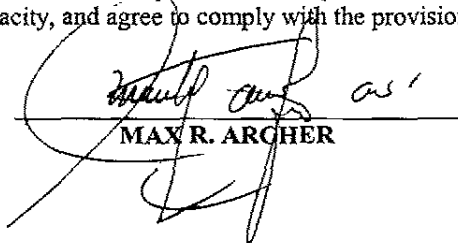
**CERTIFICATE DESIGNATING PLACE OR DOMICILE FOR THE SERVICE  
OR PROCESS WITHIN THE STATE.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Section 48.091, Florida statutes, the following is submitted  
In compliance with said Act.

That MAX R ARCHER & ASSOCIATES, INC. a corporation organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 3521 ENVIRON BLVD. STE 203 LAUDERHILL, Florida 33319, has appointed MAX R. ARCHER as its agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

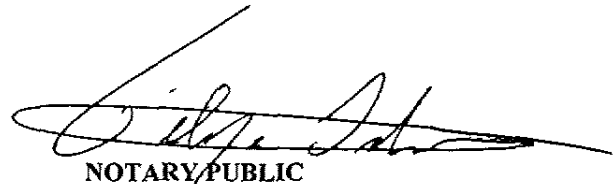
HAVING BEEN named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
MAX R. ARCHER

State of Florida  
County of ~~State~~ *Broward*

BEFORE ME, the undersigned authority this day personally appeared MAX R. ARCHER to me known to be the person who executed the foregoing Articles of Incorporation, she acknowledge before me that she executed such instrument.

DATED this --12day of --JULY, 2004

  
NOTARY PUBLIC

