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FLORIDA PROFIT CORPORATION OR P.A.

Maxwil Holdings, Inc.

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ARTICLES OF INCORPORATION
OF
MAXWIL HOLDINGS, INC.

We, the undersigned, desiring to form a corporation for the purposes hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

ARTICLE I
NAME

The name of the corporation shall be MAXWIL HOLDINGS, INC.

ARTICLE II
BUSINESS AND POWERS

SECTION A: The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

SECTION B: To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory, or possession thereof or any foreign government so far as and to the event that the same may be done and performed by corporations organized under the corporation law of this State.

SECTION C: To carry on its operations and conduct business in any state, in the District of Columbia, in any territory, dependency or possession of the United States and in any foreign country.

SECTION D: To borrow or raise money without limit as to amount; to sell, create security interests in, pledge, and otherwise dispose of and realize upon book accounts and other choses in action; to make, draw, accept, endorse, execute and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects or purposes of this corporation, and to secure the principal thereof and the interest thereon by mortgage upon or creation of security interests in, or pledge of, or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this corporation, whether situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the board of directors may from time to time determine, to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes or other obligations.

SECTION E: To lend money to other persons, partnerships, associations and corporations, secured by mortgage or other lien on real estate, or pledge or security interests in personal property, or without security, but only to the extent permitted a business corporation under the corporation law of this state.

Prepared by: Joel R. Lavender, Esq., 507 S.E. 11th Court, Ft. Lauderdale, FL 33316
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SECTION F: To acquire, by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and goodwill of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporation, and to conduct the whole or any part of any business thus acquired.

SECTION G: To acquire by purchase, exchange, lease, or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein wheresoever situate.

SECTION H: To employ, hire, and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

SECTION I: To invest and deal with the funds of this corporation in any manner, and to acquire by purchase or otherwise the stocks, bonds, notes, debentures, and other securities and obligations of any government, state, municipality, corporation, association, or partnership, domestic or foreign and, while owner of any such securities or obligations, to exercise all the rights, powers, and privileges of ownership, including among other things, the right to vote thereof for any and all purposes.

SECTION J: To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental municipal, or public authority, domestic or foreign, in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this corporation.

SECTION K: To organize or cause to be organized under the laws of any state of the United States, or the District of Columbia, or of any territory, dependency, or possession of the United States, or any foreign country, a corporation or corporations for the purpose of transacting, promoting, or carrying on any or all of the objects or purposes for which this corporation is organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

SECTION L: From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this corporation or of any corporation in which the corporation has any interest, and those actively engaged in the conduct of this corporation's business, in the profits of this corporation or of any branch or division thereof, as part of this corporation's legitimate expenses, and for the furnishing to such employees and persons or any of them, at this

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corporation's expense, of medical services, insurance against accident, sickness or death, pensions during old age, disability or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the board of directors.

SECTION M: To cause or allow the legal title, or any estates, rights, or interests in any property owned, acquired, controlled, or operated by this corporation to remain or to be vested in the name of any person, firm, organization, association, or corporation, as agent, trustee, or nominee of this corporation, upon such terms or conditions which the board of directors may consider for the benefit of this corporation.

SECTION N: To carry on any of the businesses hereinbefore enumerated for its own account, or for the account of others, and to act as agent for others with respect to any of such businesses and to carry on any other business which may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to aid, conduct, manage, or operate any lawful enterprise in relation to the foregoing.

SECTION O: To have one or more offices and to do each and every thing necessary or proper for the accomplishment of any one or more of the purposes or the attainment of any one or more of the objects hereinbefore enumerated, or conducive to or expedient for the interest or benefit of the corporation and, in general, to enjoy all the rights and privileges of the corporation for profit governed by the laws of the State of Florida, it being expressly provided that the enumeration of any specific business or power herein shall not be held to limit or restrict in any manner any other business or power of said corporation.

SECTION P: To open and maintain a safety deposit box, vault or other similar type arrangement.

ARTICLE III STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 500 shares of common stock having a par value of \$1.00 per share. The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

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**ARTICLE IV
MINIMUM CAPITAL**

The amount of capital with which this corporation will begin business shall not be less than \$500.00.

**ARTICLE V
TERM OF EXISTENCE**

This corporation shall have a perpetual existence.

**ARTICLE VI
PRINCIPAL OFFICE**

The principal office or place of business of the corporation shall be located at c/o Roger Wilcox & Associates, Inc., 2516 S.W. 4th Avenue, Fort Lauderdale, Florida 33315.

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs of the corporation shall be conducted by a board of not less than one and not more than nine directors.

**ARTICLE VIII
INITIAL DIRECTORS**

The names and street addresses of the first Board of Directors, who subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified are the following:

NAME	ADDRESS
Roger Wilcox	c/o Roger Wilcox & Associates, Inc. 2516 S.W. 4 th Avenue Fort Lauderdale, Florida 33315
Floyd Maxson	c/o Roger Wilcox & Associates, Inc. 2516 S.W. 4 th Avenue Fort Lauderdale, Florida 33315

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**ARTICLE IX
INITIAL OFFICERS**

The names and street addresses of the first Officers, who subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified are the following:

NAME AND TITLE	ADDRESS
Roger Wilcox	c/o Roger Wilcox & Associates, Inc. 2516 S.W. 4 th Avenue Fort Lauderdale, Florida 33315
Floyd Maxson	c/o Roger Wilcox & Associates, Inc. 2516 S.W. 4 th Avenue Fort Lauderdale, Florida 33315

**ARTICLE X
SUBSCRIBERS**

The names and street addresses of each person signing these Articles of Incorporation is:

NAME	ADDRESS
JOEL R. LAVENDER	507 S.E. 11th Court Ft. Lauderdale, FL 33316

**ARTICLE XI
ASSIGNMENT OF SUBSCRIPTION RIGHTS**

The original incorporators of the corporation shall have their right upon its reorganization, to assign and deliver their subscriptions of stock to any other person, or to firms of corporation who may hereafter become subscribers to the capital stock of the corporation who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

**ARTICLE XII
MANAGEMENT**

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida including without limitation the power:

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SECTION A: To hold meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter, and repeal By-Laws of the corporation, subject to the reserved power of the stockholders to make, alter, and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book, or document of the corporation, except as conferred by the laws of the State of Florida or as authorized by the Board.

SECTION D: To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of liabilities including capital or, out of net earnings, and to direct the use and disposition of such net assets in excess of liabilities including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

SECTION E: To fix and determine from time to time an amount to be set apart out of any of the funds of the corporation available for dividends a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION F: To make lawful disposition of any paid-in or of capital surplus, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

SECTION G: To use or apply any funds of the corporation lawfully available therefor for the purchase or acquisition of shares of the capital stock or bonds or other securities of the corporation, in the market or otherwise, at such price as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

SECTION H: From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter, or change, one or more plan or plans for:

(1) The issue or the purchase and sale of its capital stock or granting of options therefor to any or all of the employees, officers, or directors of the corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereon pending payment therefor in full, and for aiding any such persons in paying for such stock by contributions, compensation for services, or otherwise;

(2) The participation by any or all of the employees, officers, or directors of the corporation, or of any subsidiaries in the profits of the corporation or of any branch, division, or subsidiary thereof, as part of the corporation's legitimate expenses; and,

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(3) The furnishing of any or all of the employees, officers, or directors of the corporation, or of any subsidiaries, at the expense, wholly or in part, of the corporation, of insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, or retirement benefits.

SECTION I: From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertibility, or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefor, any part or all of the property of the corporation, real or personal including after acquired property.

ARTICLE XIII TRANSACTIONS WITH RELATED PARTIES

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer of or are the directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any director or directors of the corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XIV CUMULATIVE VOTING

At all elections of directors of the corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of directors with respect to his shares, multiplied by the number of directors to be elected, and he may cast all such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XV PRE-EMPTIVE RIGHTS

Each shareholder of the corporation shall have a pre-emptive right because of his shareholdings to have first offered to him any part of any presently authorized shares of the corporation hereafter issued, optioned, or sold, or any part of any debenture, bonds, notes, or

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securities of the corporation convertible into shares hereafter issued, optioned, or sold by the corporation. This provision shall not operate to defeat rights in all shares and classes of shares now authorized and in all debentures, bonds, notes, or securities of the corporation which may be convertible into shares, and also not to defeat pre-emptive rights in any and all shares and classes of shares and securities convertible into shares which the corporation may be hereafter authorized to issue by any amended certificate duly filed. Thus, any and all of the shares of the corporation presently authorized, and any and all debentures, bonds, notes, or securities of the corporation convertible into shares and any and all of the shares of the corporation which may hereafter be authorized, may at any time be issued, optioned, and contracted for sale, or sold and disposed of by the direction of the Board of Directors of the corporation to such persons, and upon such terms and conditions as may to the Board of Directors seem proper and advisable, with first offering such shares or securities or any part thereof to existing shareholders.

ARTICLE XVI
INDEBTEDNESS

The highest amount of indebtedness or liability to which this corporation may at any time subject itself is unlimited.

ARTICLE XVII
INITIAL RESIDENT OFFICE AND AGENT

The street address of the initial resident office of this corporation is 507 S.E. 11th Court, Fort Lauderdale, FL 33316 and the name of the initial resident agent of this corporation is:

JOEL R. LAVENDER, ESQ.

ARTICLE XVIII
EFFECTIVE DATE

The effective date of this corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, the undersigned have subscribed and acknowledged these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, this 4 of February, 2000.


JOEL R. LAVENDER, ESQ.
Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared JOEL R. LAVENDER, after having presented _____ as evidence of identification and well known to me to be the subscriber described in and who executed the foregoing Articles of Incorporation of

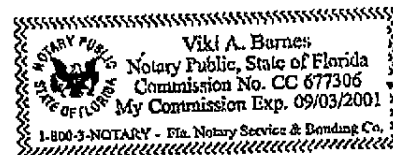
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MAXWIL HOLDINGS, INC. and who acknowledged that he executed the same as such subscribers for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, Florida, on this 24 day of February, 2000.


Notary Public
State of Florida at Large

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST — MAXWIL HOLDINGS, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Fort Lauderdale, State of Florida, has named JOEL R. LAVENDER, ESQ., located at 507 S.E. 11th Court, Ft. Lauderdale, FL 33316, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated Corporation, at 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.


JOEL R. LAVENDER
Registered Agent

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