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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

MAX & RILEY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAX & RILEY, INC.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of MAX & RILEY, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is MAX & RILEY, INC. and the street address of the initial principal office of the Corporation is 332 S.W. 7th Terrace, Boca Raton, FL 33486.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of One Penny (\$.01) par value Common Stock.

PREPARED BY: *Ann M. Burke, Esquire
English, McCaughan & O'Bryan, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 093408*

FAX AUDIT NO. H00000007391 6

FAX AUDIT NO. H00000007391 6

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 332 S.W. 7th Terrace, Boca Raton, FL 33486, and the name of the initial Registered Agent of the Corporation at that address is John Gorman.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one Director to hold office until the first Annual Meeting of the Shareholder and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

Name

Address

John Gorman

332 S.W. 7th Terrace
Boca Raton, Florida 33486

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Ann M. Burke, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

FAX AUDIT NO. H00000007391 6

FAX AUDIT NO. H00000007391 6

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of February, 2000.


ANN M. BURKE, Incorporator

FAX AUDIT NO. H00000007391 6

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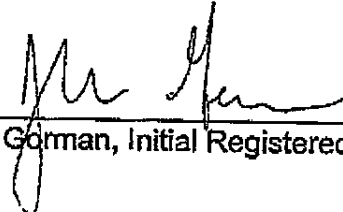
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for MAX & RILEY, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: February 17, 2000

By: 
John Gorman, Initial Registered Agent

FAX AUDIT NO. H00000007391 6