

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000110195

maxwell s, inc.

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*****78.75 *****78.75

*Please
file
1st*



Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

11/27/00
FILED
NOV 29 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
NOV 29 AM 10:43
DIVISION OF CORPORATION

NOV 29 2000

ARTICLES OF INCORPORATION
OF
MAXWELL S, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws
State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **MAXWELL S, INC.**

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws
of the United States and of the State of Florida. The corporation shall have all of the powers vested
in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and
have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per
share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on
the date these Articles are executed and acknowledged, except that if they are not filed by the
Department of State of the State of Florida within five (5) days exclusive of legal holidays, after they
are executed and acknowledged, corporate existence shall commence upon filing by the Department
of State.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7/27/00

ARTICLE V

The street address of the initial registered agent and the initial registered office of the corporation is 100 Southeast 2nd Street, 37th Floor, Miami, FL 33131 and the initial registered agent of the corporation at that address is IRWIN M. FROST. The mailing address of the corporation is 10205 Collins Avenue, Apt. 104, Miami, FL 33154.

ARTICLE VI

The corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

The name and street address of the member(s) of the first Board of Directors of the Corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
Hannah Tenenbaum	10205 Collins Avenue Apt. 104 Miami, FL 33154

ARTICLE VIII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE X

The name and street address of the incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Irwin M. Frost	100 Southeast 2 nd Street 37 th Floor Miami, FL 33131

ARTICLE XI

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

EXECUTED at Miami, Florida, this 27 day of November, 2000.



IRWIN M. FROST

STATE OF FLORIDA)

COUNTY OF DADE)

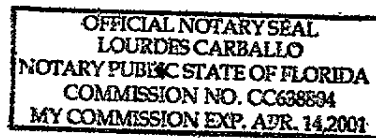
BEFORE ME, the undersigned authority, personally appeared **IRWIN M. FROST**, to me known to be the person who subscribed to the foregoing Articles of Incorporation of and acknowledged that she freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 27th day of November, 2000.

Louder Carballo

Notary Public, State of Florida
at Large

My Commission Expires:



**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

MAXWELL S, INC.

desiring to organize under the laws of the State of Florida, hereby designates IRWIN M. FROST its registered agent and 100 Southeast 2nd Street, 37th Floor, Miami, FL 33131 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered office.

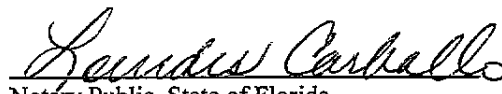
IRWIN M. FROST

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **IRWIN M. FROST**, to me known to be the Registered Agent of and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 27th day of November, 2000.



Notary Public, State of Florida
at Large
My Commission Expires:

1cpc554a.03a

