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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : ALBERT J. XIQUES, ESQ.
Account Number : 110166000015
Phone : (305) 377-1000
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FLORIDA PROFIT CORPORATION OR P.A.

Max Distribution Group, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
MAX DISTRIBUTION GROUP, INC.**

**ARTICLE I
NAME**

The name of the corporation is **Max Distribution Group, Inc.** The mailing address of the corporation shall be 1000 Brickell Avenue, Suite 660, Miami, FL 33131.

**ARTICLE II
DURATION**

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

**ARTICLE III
PURPOSE**

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

Fax Audit No. H01000013471
This instrument prepared by:
Alberto J. Xiques, Esq.
Fla. Bar No. 948217
RODRIGUEZ & MACHADO, P.A.
1000 Brickell Avenue, Suite 660
Miami, Florida 33131
(305) 377-1000

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ARTICLE IV
POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock (the "Common Shares"). All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one (1) vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

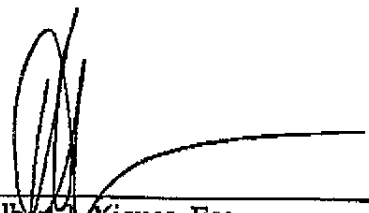
Albert J. Xiques, Esq.
Rodriguez & Machado, P.A.
1000 Brickell Avenue, Suite 660
Miami, Florida 33131

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1000 Brickell Avenue, Suite 660, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is Albert J. Xiques, Esq.

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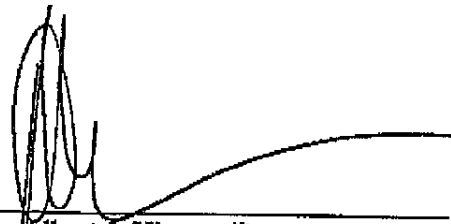
IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this
2nd day of February, 2001.


Albert J. Xiques, Esq.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, we hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, we have caused this Statement to be signed on this 2nd day of February, 2001.

By 
Albert J. Xiques, Esq.

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