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FILED

01 AUG 20 PM 12:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 17, 2001

P01000082939

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

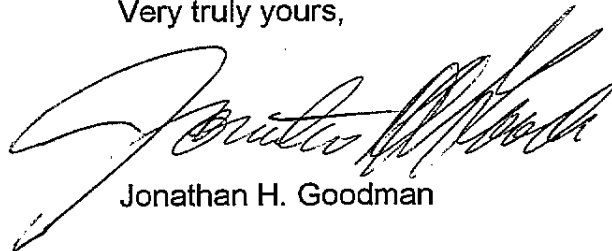
Re: Value Max, Inc.

700004542187--5
-08/20/01--01085--014
*****78.75 *****78.75

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation on the above-named corporation, together with a check in the amount of \$78.75 to cover filing, designation and certified copy.

Very truly yours,



Jonathan H. Goodman

JHG/lwb

Enclosures

RECEIVED AUG 22 2001

ARTICLES OF INCORPORATION
OF
VALUE MAX, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is VALUE MAX, INC.

ARTICLE II.

The main location where the company shall conduct its business is 2164-2 Gilmore Street, Jacksonville, Florida 32204.

ARTICLE III.

The duration of the corporation shall be perpetual.

ARTICLE IV.

The purpose of the corporation shall be to provide businesses assistance in sales and marketing of their business and for any other lawful purpose for which corporations for profit are incorporated under the laws of the State of Florida.

ARTICLE V.

The method of election of directors shall be as stated in the corporate by-laws.

ARTICLE VI.

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock with a par value of one cent (\$.01) per share.

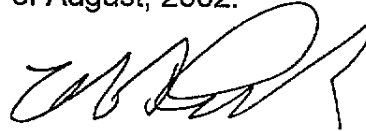
ARTICLE VII.

The street address of the corporation's initial registered office and the name of its initial registered agent at that address is Robin Turner Lumb, 2164-1 Gilmore Street, Jacksonville, Florida 32204.

ARTICLE VIII.

The name and address of the sole incorporator is Robin Turner Lumb, 2164-1 Gilmore Street, Jacksonville, Florida 32204.

IN WITNESS WHEREOF, the undersigned incorporator has signed and sealed these Articles of Incorporation this 17th day of August, 2002.



ROBIN TURNER LUMB

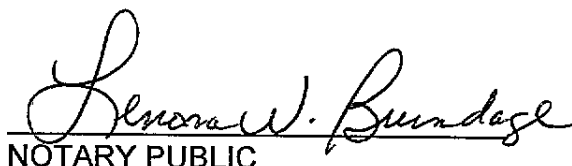
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, personally appeared ROBIN TURNER LUMB, who being by me first duly sworn, and who is personally known to me, and who produced a Florida drivers license as identification, executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation as his free act and deed, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County, aforesaid, this 17th day of August, 2001.



Lenora W. Brundage
Commission # CC 767946
Expires SEP. 24, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.



NOTARY PUBLIC

My Commission Expires: 9-24-02

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

VALUE MAX, INC.

2. The name and address of the registered agent and office is:

Name: Robin Truner Lumb
Address: 2164-1 Gilmore Street
City/State/Zip: Jacksonville, Florida 32204

Having been named as Registered Agent to accept service of process for the above- stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.

SIGNATURE: _____

Registered Agent

DATE: _____

8-17-01