

P01000106243

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 332314

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-10/22/01--01079--004
*****78.75 *****78.75

SUBJECT :

USA
✓
MAX, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$ 70.00
Filing Fee

☐ \$ 78.75
Filing Fee
& Certificate of Status

☒ \$ 78.75
Filing Fee
& Certified Copy

☐ \$ 87.50
Filing Fee
Certified Copy
& Certificate of Status

ADDITIONAL COPY REQUIRED

FROM : M. TACHIBANA, C.P.A., P.A.

1000 Quayside Terrace, Ste# 1608

Miami, Florida 3318

(305) 895 - 4000

01 NOV - 2 PM 4:53
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

D. WHITE NOV - 2 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 23, 2001

M. TACHIBANA, C.P.A., P.A.
1000 QUAYSIDE TERR STE 1608
MIAMI, FL 33138

SUBJECT: MAX, INC.
Ref. Number: W01000024540

We have received your document for MAX, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 901A00058377

ARTICLES OF INCORPORATION
OF
MAX USA, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is MAX USA, INC. The mailing address of the corporation is 736 13th Street #108, Miami Beach, Florida 33139.

ARTICLES II - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Florida and the United States.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she already holds, shall have the right to purchase her pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 736 13th Street #108, Miami Beach, Florida 33139 and the name of the initial registered agent of this corporation at this address is Massimiliano Guerri.

ARTICLES VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Massimiliano Guerri
736 13th Street #108
Miami Beach, Florida 33139

ARTICLE VIII - INCORPORATOR

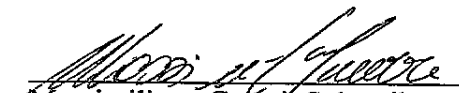
The names and addresses of the persons signing these Articles of Incorporation are:

Massimiliano Guerri
736 13th Street #108
Miami Beach, Florida 33139

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscribed have executed these Articles of Incorporation this 18th day of October, 2001.


Massimiliano Guerri, Subscriber

State of Florida)
) ss
County of Dade)

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Massimiliano Guerri known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

In Witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 18th day of October, 2001.

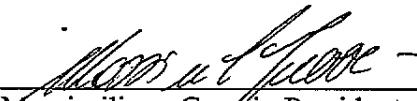



Notary Public
State of Florida

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

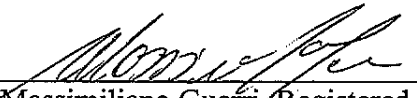
In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That MAX USA, 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 Miami Beach, County of Miami Dade, State of Florida, has named Massimiliano Guerri located at 736 13th Street #108, Miami Beach, Florida 33139 as its agent to accept service of process within this state.


Massimiliano Guerri, President
October 18, 2001

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Massimiliano Guerri, Registered Agent
October 18, 2001

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA