

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FLORIDA & OFFSHORE BUSINESS FORMATION, INC.
Account Number : I20010000099
Phone : (775) 884-1357
Fax Number : (775) 882-6818

FLORIDA PROFIT CORPORATION OR P.A.

Maximilian Group, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$78.75

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MAR-5 11:03:20
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAXIMILIAN GROUP, INC.

The undersigned natural persons of the age of eighteen (18) years or more, for the purpose of forming a corporation under the General and Business Corporation Law of Kansas adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Maximilian Group, Inc.

ARTICLE II

The principal place of business is: 20 S. Broad Street, Brooksville, FL 34601
The mailing address is 20 S. Broad Street, Brooksville, FL 34601

ARTICLE III

This Corporation is organized for profit and the nature of the business to be conducted is as follows: (a) To develop and fund international economic development projects; and (b) To engage in any lawful act or activity for which the corporation may be organized under the laws of the State of Florida and as the same may be amended.

ARTICLE IV

The aggregate number, class, and par value of shares which the corporation shall have authority to issue shall be Ten Thousand (10,000) shares of common stock, all of which shall be issued without par value, have full voting rights and constitute the only class of stock of the corporation.

Should any shareholder wish to dispose of his shares, they shall first be

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offered to the Corporation at a price no greater than a bona fide offer by any third person, and said shares shall be available for a period of thirty (30) days for purchase by the Corporation. Any shares offered to the Corporation under this right of first refusal and not purchased shall then be offered to the remaining shareholders in the proportions which their holdings shall bear to the outstanding shares of common stock not counting the disposing shareholder, at a price no greater than a bona fide offer by any third person, and said shares shall be available for a period of thirty (30) days to such remaining shareholders. Any shares offered to shareholders under this right of first refusal and not purchased shall again be offered to those shareholders who have exercised their right of first refusal, in proportion to their holdings. In the event that any of said shares are not purchased after one such reoffering, the remaining shares may be sold by the shareholder at the price of the bona fide offer of the third person.

The holders of common stock of the corporation shall be entitled to a preemptive right to subscribe for or purchase, in the proportion which their holdings of common stock bear to the outstanding common stock, any shares of common stock which may be issued at any time by the Corporation. This right shall be deemed waived by a shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. Any shares offered to shareholders under their preemptive rights and not purchased shall be again offered to these shareholders who have exercised their preemptive rights in proportion to their

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holdings. After one such reoffering, the Corporation may sell any shares still unsold in any other manner permitted by these Articles.

ARTICLE V

The name and mailing address of the incorporators of the corporation are:

Mitchell R. Miller
560 Lavers Circle, No. 147
Del Ray Beach, Florida 33444

Octavio J. Viveros, Jr.
616 East 63rd Street, Suite 100
Kansas City, Missouri 64110

ARTICLE VI INITIAL REGISTERED AGENT

The name and Florida street address of the registered agent is:

Florida & Offshore Business Formation, Inc.

20 S. Broad Street

Brooksville Florida, 34601

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ARTICLE VII

The number of directors to constitute the Board of Directors of the corporation shall be two (2). The names of the initial directors who shall serve until their successors are elected and qualified are:

Mitchell R. Miller
560 Lavers Circle, No. 147
Del Ray Beach, Florida 33444

Octavio J. Viveros, Jr.
616 East 63rd Street, Suite 100
Kansas City, Missouri 64110

Thereafter, the number of directors shall be fixed by or determined in the manner provided in the Bylaws.

ARTICLE VIII

The term for which the Corporation is to exist is perpetual.

ARTICLE IX

The Board of Directors shall have the power to adopt, repeal, or amend the By-Laws of this corporation and to adopt new or additional By-Laws.

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IN TESTIMONY WHEREOF, we have hereunto subscribed our name this 14th
day of August, 2001.


MITCHELL R. MILLER


OCTAVIO J. VIVEROS, JR.

STATE OF KANSAS)
) SS:
COUNTY OF JOHNSON)

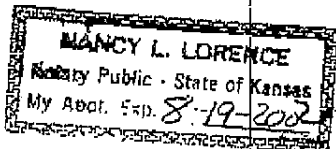
On this 14th day of August, 2001, before me, a Notary Public, in and for the
County and State aforesaid, came the above, who are personally known to me to be
the same persons who executed the foregoing instrument of writing, and duly
acknowledged the execution of the same.

IN WITNESS WHEREOF, I have set my hand and affixed my notarial seal the
day and year last above written.


Notary Public

My Commission Expires:

8-19-2002



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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the company is: Maximilian Group, Inc
2. The name and address of the registered agent and office is:

Florida & Offshore Business Formation, Inc.
20 S. Broad Street
Brooksville, FL 34601

Having been named as registered agent and to accept service of process for the above stated company 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.


Alan Teegardin

For and on behalf of Florida & Offshore
Business Formation, Inc.

Dated: 3/4, 2001

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TALLAHASSEE, FLORIDA

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