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VIA FedEX OVERNIGHT DELIVERY

July 30, 2002

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-08/14/02--01061--014
*****78.75 *****78.75

RE: MAXCESS INTERNATIONAL, INC.

Dear Sir/Madam:

Please find enclosed three (3) sets of executed Articles of Incorporation (an original and two copies). Please charge the amount of Seventy-eight Dollars and Seventy-five Cents (\$78.75) for filing fees to Visa Card No. 4828 5324 1963 3015, expiration date of 6/04, in the name of Glenn Peter Kernweis. Please return stamped, filed copy to address below.

Sincerely,

Marie E. DeClue

Marie E. De Clue
P. O. Box 951419
Lake Mary, FL 32795-1419

Enclosures: 3

SEVEN DIVISION OF CORPORATIONS
02 AUG 14 PM 1:47

16 AUG 15 2002

W-22035 6

August 7, 2002

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Beth Register
Corporate Specialist Supervisor
New Filings Section
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

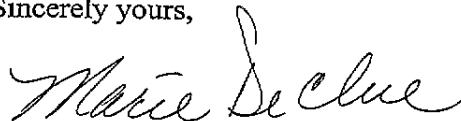
RE: MAXCESS INTERNATIONAL, INC.
Ref. Number: W02000022035

Dear Ms. Register:

As per your request made in Letter Number 902A00046127, dated July 31, 2002, please find enclosed Mr. Kernweis' check no. 0675 in the amount of Seventy-eight Dollars and Seventy-five Cents (\$78.75) for filing fees on the above referenced corporation.

Please note change of physical and mailing address as per enclosed letter. If you have any questions, you may reach Mr. Kernweis at (321) 217-4840. Thank you for your assistance and prompt attention to this matter.

Sincerely yours,



Marie De Clue

Enclosures: 2

**ARTICLES OF INCORPORATION
OF
MAXCESS INTERNATIONAL, INC.**

ARTICLE I - NAME

The name of this corporation is MAXCESS, INTERNATIONAL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Twenty-Five Million (25,000,000) Shares of common stock having no par value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the 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 17201 Plantation Lakes Circle, Sanford, Florida 32771, and the name of the initial registered agent of this corporation at that address is GLENN P. KERNWEIS.

ARTICLE VII - PRINCIPAL OFFICE

The initial mailing address of the principal office of this corporation in the State of Florida is

703 Camarouge Place, #203
Lake Mary, Florida 32746

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

The address of the registered office and the principal office of the Corporation are located at 17201 Plantation Lakes Circle, Sanford, Florida 32771.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors can be either increased or decreased from time-to-time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Glenn P. Kernweis	17201 Plantation Lakes Circle Sanford, Florida 32771

ARTICLE IX - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
GLENN P. KERNWEIS	17201 Plantation Lakes Circle Sanford, Florida 32771

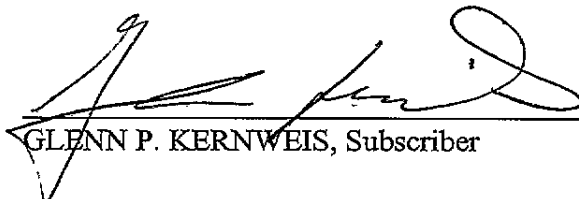
ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 Subscriber has executed these Articles of Incorporation, this 30th day of July, 2002.



GLENN P. KERNWEIS, Subscriber

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 30th day of July, 2002, by GLENN P KERNWEIS.



Notary Public, State of Florida at Large



Marie E De Clue
My Commission DD051896
Expires August 21 2005

Marie E. De Clue
Print, Type, or Stamp Commissioned Name of Notary Public

Personally known XXXXX or Produced Identification _____

Type of Identification Produced:

(XXX) Current Florida Driver's License
() Other _____

My Commission Expires: August 21, 2005



Marie E De Clue
My Commission DD051896
Expires August 21 2005

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

I HEREBY ACCEPT appointment as Registered Agent for MAXCESS INTERNATIONAL, INC., on whom process may be served in the State of Florida. I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

DATED this 30th day of July, 2002.



GLENN P. KERNWEIS
Registered Agent

STATE OF FLORIDA
DIVISION OF CORPORATIONS
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