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DIVISION OF CORPORATIONS
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VIA FedEx OVERNIGHT DELIVERY

August 13, 2002

Department of State
Division of Corporations
409 East Gaines
Tallahassee, FL 32399


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-08/20/02--01027--003
*****78.75 *****78.75

RE: MAXCESS USA, INC.

Dear Sir/Madam:

Please find enclosed three (3) sets of executed Articles of Incorporation (an original and two copies) and a check in the amount of Seventy-eight Dollars and Seventy-five Cents (\$78.75) for filing fees. Please send certified copy to Mr. Glenn P. Kernweis in the self-addressed, stamped envelope, which is enclosed for your convenience.

Sincerely,



Marie E. De Clue

Enclosures: 4

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53
8/22

ARTICLES OF INCORPORATION
OF
MAXCESS USA, INC.

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CLERK OF COURT
02 AUG 20 AM 8:08
STATE OF FLORIDA

ARTICLE I - NAME

The name of this corporation is MAXCESS USA, 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 703 Camarouge, #203, Lake Mary, Florida 32746, 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, #203, Lake Mary, FL 32746.

The address of the registered office and the principal office of the Corporation are located at 703 Camarouge, #203, Lake Mary, FL 32746.

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	703 Camarouge, #203 Lake Mary, FL 32746

ARTICLE IX - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
GLENN P. KERNWEIS	703 Camarouge, #203 Lake Mary, FL 32746


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 13th day of August, 2002.



GLENN P. KERNWEIS, Subscriber

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 10th day of August, 2002, by GLENN P KERNWEIS.



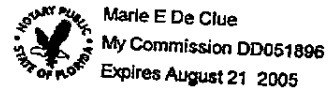
Notary Public, State of Florida at Large

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

Personally known XXXX or Produced Identification _____

Type of Identification Produced:

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

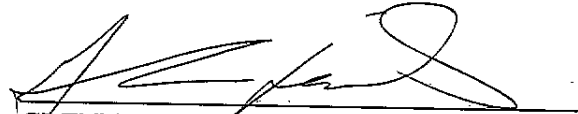


My Commission Expires: August 21, 2005

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

I HEREBY ACCEPT appointment as Registered Agent for MAXCESS USA, 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 13th day of August, 2002.



GLENN P. KERNWEIS
Registered Agent

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