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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 : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**MAXIMUM COUNSELING SERVICES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

**FILED**  
02 AUG 28 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*[Handwritten signature]*

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ARTICLES OF INCORPORATIONOFMAXIMUM COUNSELING SERVICES, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

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ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is MAXIMUM COUNSELING SERVICES, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office is 12550 Biscayne Boulevard, # 500, North Miami, FL 33181 and mailing address of the Corporation is 6604 S.W. 33<sup>rd</sup> Street, Miramar, FL 33023.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

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**ARTICLE V: AUTHORIZED SHARES**

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

**ARTICLE VI: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

**ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 6604 S.W. 33St., Miramar, FL 33023; and the registered agent at that office is SHERMAN BROWN.

**ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

SHERMAN BROWN  
6604 S.W. 33rd Street.  
Miramar, FL 33023

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

SHERMAN BROWN  
6604 S.W. 33rd Street.  
Miramar, FL 33023

IN WITNESS WHEREOF, I, SHERMAN BROWN, the undersigned incorporator,  
have signed these Articles of Incorporation on this 28 day of August, 2002, and  
acknowledged the same to be my act.

Sherman Brown  
SHERMAN BROWN

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 28 day of Aug, 2002 by,  
SHERMAN BROWN, who personally appeared before me at the time of notarization, and who is  
personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: Elaine H. Black

PRINT: ELAINE H. BLACK  
STATE OF FLORIDA AT LARGE



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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following  
is submitted, in compliance with said Acts:

First--That MAXIMUM COUNSELING SERVICES, INC. desiring to organize under the  
laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City  
of Miramar, County of Broward, State of Florida, has named SHERMAN BROWN at 6604 S.W. 33<sup>rd</sup>  
Street, in the City of Miramar, County of Broward, State of Florida, as its agent to accept service of  
process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and 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.

BY: Sherman Brown  
SHERMAN BROWN

DATE: 8/28/02

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