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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : THOMAS V. SICILIANO, P.A.
Account Number : I20000000144
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Max Exchange, Inc.

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ARTICLES OF INCORPORATION
OF
MAX EXCHANGE, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby makes and subscribes the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is MAX EXCHANGE, INC.

ARTICLE II. DURATION

The existence of this corporation shall commence on the date of filing of these Articles of Incorporation, and thereafter this corporation shall have perpetual existence.

ARTICLE III. PURPOSE

The corporation is organized for the purpose of engaging in any business or activity permitted by the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common

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stock, each share having a par value of One Dollar (\$1.00). The shares shall not be divided into classes, nor may this corporation issue preferred stock without an amendment to these Articles of Incorporation.

ARTICLE V. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 5846 NW 24th Terrace, Boca Raton, Florida 33496.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is 980 N. Federal Highway, Suite 440, Boca Raton, Florida 33432, and the name of the corporation's initial registered agent at that address is THOMAS V. SICILIANO.

The Board of Directors may from time to time move the registered office to any other place in Florida, or designate another registered agent.

ARTICLE VII. INCORPORATOR

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

Thomas V. Siciliano
980 North Federal Highway
Suite 440
Boca Raton, FL 33432

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ARTICLE VIII INDEMNIFICATION

The corporation may indemnify and hold harmless its directors, officers, employees, agents or former directors, officers, employees, agents or other persons, to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

ARTICLE IX. BYLAWS

The initial bylaws of this corporation shall be adopted by the Board of Directors. The bylaws may be repealed or amended, and new bylaws adopted, by either the Board of Directors or the shareholders.

ARTICLE X. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 5th day of May, 2004.


THOMAS V. SICILIANO

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ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth above, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes.



THOMAS V. SICILIANO

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