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FLORIDA PROFIT CORPORATION OR P.A.

MAXOUT, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 13, 2004

MORAN & SHAMS, P.A.

SUBJECT: MAXOUT, INC.
REF: W04000018448

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Alan Crum
Document Specialist
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FAX Aud. #: H04000103986
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ARTICLES OF INCORPORATION
OF
MAXOUT STRENGTH SYSTEMS, INC.

ARTICLE I

Name. The name of the Corporation is **MAXOUT STRENGTH SYSTEMS, INC.** (the "Corporation").

ARTICLE II

Principal Office and Mailing Address. The street address of the principal office is 1378 South Ridge Lake Circle, Longwood, FL 32750 and the mailing address of the Corporation is P.O. Box 547774, Orlando, FL 32854-7774.

ARTICLE III

Business Purpose. This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

A. **Capital Stock.** The aggregate number of shares which the Corporation shall have authority to issue is as follows:

1. **Authorized Stock.** This is authorized to issue the following shares of capital stock:

- a. **Common Stock.** The aggregate number of shares of Common Stock which the shall have authority to issue is One Million (1,000,000) with a par value of \$.01 per share.
- b. **Preferred Stock.** The aggregate number of shares of Preferred Stock which the shall have authority to issue is One Million (1,000,000) with a par value of \$.01 per share.

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B. Description of Common Stock.

1. Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of shareholders and may not cumulate their votes for the election of directors. Shares of Common Stock are not redeemable, do not have any conversion or preemptive rights, and are not subject to further calls or assessments once fully paid.
2. Holders of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the Board of Directors out of funds legally available therefor, subject to any prior rights accruing to any holders of preferred stock of the Corporation. Upon liquidation or dissolution of the Corporation, holders of shares of Common Stock will be entitled to share proportionally in all assets available for distribution to such holders.

C. Description of Preferred Stock. The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

1. The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relative participating, optional or other special rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

- (a) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution by the Board of Directors;
- (b) the rate of dividends payable on shares of such series, the times of payment, whether dividends shall be cumulative, the conditions upon which and the date from which such dividends shall be cumulative;
- (c) whether shares of such series can be redeemed, the time or times when, and the price or prices at which shares of such series shall be redeemable, the redemption price, terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

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(d) the amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the ;

(e) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(f) the rights, if any, of the holders of shares of such series to vote.

2. Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be of equal rank and shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series.

ARTICLE V

Term of Existence. The Corporation shall have perpetual existence.

ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 111 North Orange Avenue, Suite 1200, Orlando, Florida 32801 and the name of the initial registered agent of the Corporation at that address is GARY M. BERKSON.

ARTICLE VII

Number of Directors. The Board of Directors of the Corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the shareholders in accordance with the Bylaws of the Corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The name and street address of each member of the Corporation's initial Board of Directors are as follows:

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NameAddress

MICHAEL MAC MILLAN

1240 Sunset Drive
Winter Park, FL 32789

BRETT D. FADELEY

1378 South Ridge Lake Circle
Longwood, FL 32750

RICHARD D. BAXLEY

1900 North Mills Ave.
Suite 103
Orlando, FL 32803ARTICLE IX

Incorporator. The name and street address of each incorporator to these Articles of Incorporation are as follows:

NameAddress

BRETT D. FADELEY

1378 South Ridge Lake Circle
Longwood, FL 32750ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE XI

Amendment. The Corporation reserves the right to amend or repeal any provisions 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 does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 12th day of May, 2004


BRETT D. FADELEY, Incorporator

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STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared BRETT D. FADELEY, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of May, 2004.

Melodee A. Haworth
NOTARY PUBLIC MELODEE A. HAWORTH



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**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT**

MAXOUT STRENGTH SYSTEMS, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

- c. The name of the Corporation is **MAXOUT STRENGTH SYSTEMS, INC.**
- d. As designated in the Articles of Incorporation filed with this certificate, the name and the Florida street address of the registered agent is:

GARY M. BERKSON
111 North Orange Avenue, Suite 1200
Orlando, Florida 32801

- e. The street address of the registered office and the street address of the business office of the registered agent are identical.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent and to accept service of process for MAXOUT STRENGTH SYSTEMS, INC., I hereby accept the designation and agree to act as the Registered Agent of said Corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties as Registered Agent, and I am familiar with and accept the obligations of such position.



GARY M. BERKSON

Dated: May 14th, 2004.

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

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