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04 JUN 30 PM 12:19  
JULY 1 2004  
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W04-18161  
451

## TRANSMITTAL LETTER

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

**SUBJECT:** MAXWELL'S CORPORATION  
(Proposed corporation name - must include suffix)

Enclsod is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

**FROM:** HOPETON MAXWELL  
Name (Printed or typed)

11551 SW 11 STREET  
Address

PEMBROKE ROAD, FLORIDA 33025  
City, State & Zip

(954) 483-3850  
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

May 11, 2004

HOPETON MAXWELL  
11551 SW 11 ST.  
PEMBROKE PINES, FL 33025

SUBJECT: MAXWELL'S CORPORATION  
Ref. Number: W04000018161

We have received your document for MAXWELL'S CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum  
Document Specialist  
New Filings Section

Letter Number: 504A00032918

**ARTICLES OF INCORPORATION**  
**OF**

**MAXWELL INTERNATIONAL CO.**

The undersigned, subscriber to these Articles of Incorporation, natural person(s) competent to contract, hereby forms a Florida business corporation under the Florida Business Corporation Act, Florida Statutes, §§ 607.0101 et seq.

**ARTICLE I. CORPORATE NAME**

The name of this corporation is:  
**MAXWELL INTERNATIONAL CO.**

**ARTICLE II. PRINCIPLE OFFICE AND MAILING ADDRESS**

The principal place of business shall be in Broward County at:

11551 SW 11 STREET  
PEMBROKE PINES, FLORIDA 33025

The mailing address of this Corporation shall be:

MAXWELL INTERNATIONAL COMPANY  
11551 SW 11 STREET  
PEMBROKE PINES, FLORIDA 33025

The Board of Directors, from time to time, may move the principal place of business to any other County and/or address in the State of Florida and may also have lesser offices at such other places, within or outside the state, that the Board determines are beneficial or the business needs of the corporation.

**ARTICLE III. REGISTERED AGENT AND STREET ADDRESS**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

HOPETON MAXWELL  
11551 SW 11 STREET  
PEMBROKE PINES, FLORIDA 33025

The Board of Directors, from time to time, may change the Registered Agent or move the Registered Office to any other address in the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have only one (1) stock, Common Stock. The maximum number of shares of stock the corporation is authorized to issue initially is One Thousand (1,000) shares of Common Stock, having par value of \$1.00 each.

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CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

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**ARTICLE V. NATURE OF BUSINESS**

The corporation shall engage in any activity or business permitted under the Laws of the United States of America and of the State of Florida.

**ARTICLE VI. TERM OF EXISTENCE**

The Corporation is formed to exist perpetually.

**ARTICLE VII. INCORPORATORS**

The names and street address of the person signing these articles of incorporation as the Incorporator is:

HOPETON MAXWELL  
11551 SW 11 STREET  
PEMBROKE PINES, FLORIDA 33025

The mailing address of this incorporator shall be:

HOPETON MAXWELL  
MAXWELL INTERNATIONAL COMPANY  
11551 SW 11 STREET  
PEMBROKE PINES, FLORIDA 33025

**ARTICLE VII. BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VIII. INITIAL DIRECTOR**

The names of the names and addresses of the initial directors of this Corporation are:

HOPETON MAXWELL  
MAXWELL INTERNATIONAL COMPANY  
11551 SW 11 STREET  
PEMBROKE PINES, FLORIDA 33025

GISEL MAXWELL  
MAXWELL INTERNATIONAL COMPANY  
11551 SW 11 STREET  
PEMBROKE PINES, FLORIDA 33025

The persons named as initial directors shall hold office until successors are elected or appointed and qualified, whichever occurs first.

### **ARTICLE IX. OFFICERS**

The initial officer(s) of the Corporation shall be:

HOPETON MAXWELL  
*President & Chief Executive Officer*  
11551 SW 11 STREET  
PEMBROKE PINES, FLORIDA 33025

GISEL MAXWELL  
*Vice President*  
11551 SW 11 STREET  
PEMBROKE PINES, FLORIDA 33025

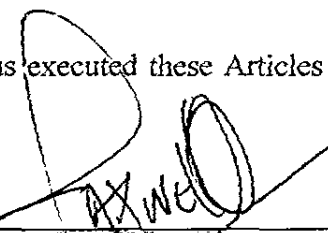
### **ARTICLE X. AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

### **OPTIONAL PROVISIONS**

1. This Corporation, shall at all times, have one (1) type of stock, Common Stock.
2. The number of shareholders in this Corporation shall never exceed thirty five (35).
3. Each shareholder of this Corporation shall be a citizen or legal permanent resident taxpayers of the United States.
4. All of the proceeds of this Corporation will be distributed to its shareholders at the end of each tax year. Therefore, the Corporation shall not carry over retained earnings from one tax year to the next.
5. HOPETON MAXWELL has the right, if he chooses, to maintain an ownership percentage in this Corporation by purchasing at least 51% of any new stock issues. This right is set forth and reserved in these Articles of Incorporation, pursuant to §§ 607.0630(4) and 621.05 of the Florida Statutes.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation, this 29th day of May, 2004.

  
\_\_\_\_\_  
HOPETON MAXWELL  
President & Chief Executive Officer,  
Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND  
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. § 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.


1. The name of the corporation is:

MAXWELL INTERNATIONAL CO,

2. The name and address of the Registered Agent and office to accept service of process in the State of Florida is:

HOPETON MAXWELL  
11551 SW 11 STREET  
PEMBROKE PINES, FLORIDA 33025

3. The street address of the Registered Office and the street address of the Registered Agent are identical.

  
\_\_\_\_\_  
HOPETON MAXWELL  
President & Chief Executive Officer,  
Incorporator

**ACKNOWLEDGEMENT:**

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.

  
\_\_\_\_\_  
HOPETON MAXWELL,  
REGISTERED AGENT.  
Saturday, May 29th, 2004.