

P04000136769

(Requestor's Name)

(Address)

(Address)

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☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

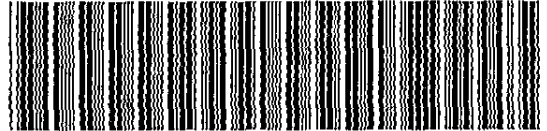
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09/29/04--01039--010 **78.75

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04 SEP 29 PM 4:15

SECRETARY OF STATE
TALLAHASSEE, FL 32399

RECEIVED

04 SEP 29 PM 12:19

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

CB 10-1

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

RSS Inc

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 29, 2004

CAPITAL CONNECTION

SUBJECT: RSJ, INC.
Ref. Number: W04000036046

We have received your document for RSJ, INC. and your check(s) totaling \$78.75. 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) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

Letter Number: 604A00056968

RE-SUBMIT

PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

04 SEP 30 PM 4:09

APPROVED
AND
FILED

ARTICLES OF INCORPORATION

04 SEP 29 PM 4:15

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MaxTrade, Inc.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I
NAME

The name of the Corporation shall be MaxTrade, Inc.

ARTICLE II
PURPOSE

Section 1. The Corporation is organized for the purpose of engaging in any and all lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights, and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue one hundred (100) shares of common stock having a par value of \$0.01 per share.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the Corporation is 3045 Regal Oaks Boulevard, Palm Harbor, Florida 34684, and the name of the initial registered agent of the Corporation at that address is Randall Scott Jones and the address of the registered agent is 3045 Regal Oaks Boulevard, Palm Harbor, Florida 34684.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The Corporation shall have one (1) director initially. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall never be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VII
INITIAL DIRECTORS

The name and address of the initial Director of the Corporation is:

NAME

Randall Scott Jones

ADDRESS

3045 Regal Oaks Boulevard
Palm Harbor, Florida 346843

ARTICLE VIII
INCORPORATORS

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

NAME

ADDRESS

Randall Scott Jones

3045 Regal Oaks Boulevard
Palm Harbor, Florida 346843

ARTICLE IX
BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended, or repealed; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE X
AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the shareholders, without an act of the Board of Directors, if there are thirty-five (35) or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of

Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE XI
ELECTIONS REGARDING CERTAIN
PROVISIONS OF THE FLORIDA STATUTES

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 28th day of September, 2004.



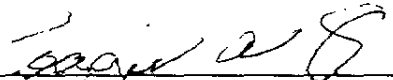
RANDALL SCOTT JONES

STATE OF FLORIDA)
COUNTY OF PINELLAS)

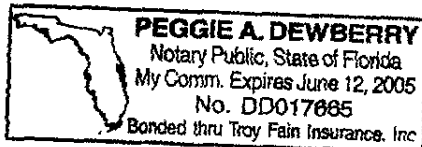
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RANDALL SCOTT JONES, who produced Florida driver's license as identification and is the person described as subscriber in, and who executed these Articles of Incorporation freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at St. Petersburg, in said County and State, this 28th day of September, 2004.

(SEAL)



NOTARY PUBLIC
Print Name: Peggie A. Dewberry
My Commission Expires: _____
My Commission Number: _____



CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: MaxTrade, Inc.
2. The name and address of the
registered agent and office is: Randall Scott Jones
3045 Regal Oaks Boulevard
Palm Harbor, Florida 346843

SIGNATURE: _____

Randall Scott Jones

TITLE: Incorporator

DATE: September 28, 2004

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.

Randall Scott Jones
3045 Regal Oaks Boulevard
Palm Harbor, Florida 346843

SIGNATURE: _____

Randall Scott Jones

DATE: September 28, 2004

APPROVED
AND
FILED
04 SEP 29 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA