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(Business Entity Name)

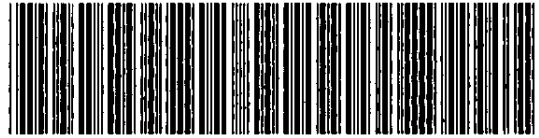
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*Amended &
Restated Articles*

04/20/10--01009--020 **43.75

FILED
2010 APR 22 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ADR
4/26/10*

COVER LETTER

TO: Amendment Section
Division of Corporations

Max Holding Corp.

NAME OF CORPORATION: _____

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joseph M. Guerra

Name of Contact Person
Max Holding Corp

Firm/ Company
20803 Biscayne Boulevard, Suite 302

Address
Aventura, Florida 33180

City/ State and Zip Code

jguerra@maxbankusa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joseph M. Guerra (305) 760-7000

Name of Contact Person at () _____
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy
is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MAX HOLDING CORP.**

FILED
2010 APR 22 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1005 and 607.1007 of the Florida Business Corporation Act (the "*Act*"), these Amended and Restated Articles of Incorporation of Max Holding Corp. (the "*Corporation*") were adopted by the Incorporator effective as of April 9, 2010.

ARTICLE I.

Name

The name of the corporation is Max Holding Corp.

ARTICLE II.

Capital Stock

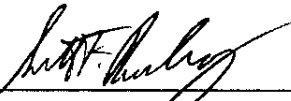
The Corporation shall have authority, exercisable by its board of directors, to issue 30,000,000 shares of common stock, par value \$.01, which shall be entitled to unlimited voting rights in regard to the Corporation and to receive the net assets of the Corporation upon dissolution. No shareholder of any stock of the Corporation shall have preemptive rights. There shall be no cumulative voting by the shareholders of the Corporation.

ARTICLE V.

Registered Office and Agent

The street address of the registered office of the Corporation is 20803 Biscayne Blvd., Aventura Corporate Center, Suite 302, Aventura, Florida 33180. The registered agent of the Corporation at such office is Scott Rosenberg.

Having been named as registered agent and to accept service of process for the above state 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 as provided for in Chapter 607 of the Act.



Registered Agent's Signature

ARTICLE VI.

Principal Office

The street address and mailing address of the principal office of the Corporation is 20803 Biscayne Blvd., Aventura Corporate Center, Suite 302, Aventura, Florida 33180.

ARTICLE VII.

Directors

The number of directors of the Corporation shall be fixed from time to time by resolution of the Board of Directors; provided, however that the number of directors fixed by the Board of Directors shall not be less than three or more than fifteen.

ARTICLE VIII.

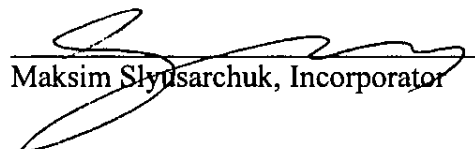
Limitation of Director Liability

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages, for breach of the duty of care or any other duty, beyond the extent provided for in Section 607.0831 of the Act.

If at any time the Act shall have been amended to authorize the further elimination or limitation of the liability of a director or indemnification of any person, then the liability of each director of the corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, without further action by the shareholders, unless the provisions of the Act, as amended, require further action by the shareholders.

Any repeal or modification of the foregoing provisions of this Article shall not adversely affect the elimination or limitation of liability or alleged liability pursuant hereto of any director of the corporation for or with respect to any alleged act or omission of the director occurring prior to such a repeal or modification.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on April 9, 2010.


Maksim Slydsarchuk, Incorporator

Amended and Restated

**Articles of Incorporation
of**

Max Holding Corp.

(Name of Corporation as currently filed with the Florida Dept. of State)

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: 20803 Biscayne Boulevard, Suite 302
(Florida street address)

Aventura, Florida 33180
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Title	Name	Address	Type of Action
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
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			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See Attached.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

The date of each amendment(s) adoption: April 9, 2010
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

“The number of votes cast for the amendment(s) was/were sufficient for approval

by _____.”
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated April 9, 2010

Signature _____
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Maksim Slyusarchuk
(Typed or printed name of person signing)

Incorporator
(Title of person signing)