

P95000007519

January 11, 1995

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

SUBJECT: MAXER, CORP.

Enclosed please find an original and one (1) copy of the Articles of Incorporation and check for filing fees.

C/O: David J. Acher, Esq.
633 South Andrews Avenue, #101
Fort Lauderdale, Florida 33301
(305) 463-2244

FILED
95 JAN 30 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOB 1/18/95
502
~~DOB 1/18/95~~
DMY 1/30/95

LAW OFFICES

SPERRY, SHAPIRO & KASHI, P.A.

MARTIN J. SPERRY
BOARD CERTIFIED CIVIL TRIAL LAWYER
RONALD F. SHAPIRO
JOSEPH S. KASHI
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SUITE 101
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FORT LAUDERDALE, FLORIDA 33301

(805) 402-2244
FAX: (805) 402-5070

January 25, 1995

Department of State
Division of Corporations
ATT: Brendolyn Bruton
P.O. Box 6327
Tallahassee, Florida 32314

Re: SUBJECT: MAXER, CORP.
REF. NO: W95000001219

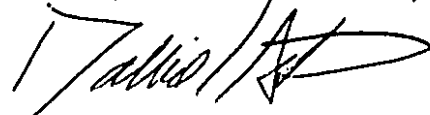
Dear Ms. Bruton:

Per your instructions, this letter will serve as my client's acknowledgement of the existence of the trademark "MAX", and in light of same, my client asks that you proceed with the filing of the enclosed corporate documents for MAXER, CORP.

Thank you for your anticipated cooperation with regard to this matter.

Very truly yours,

SPERRY, SHAPIRO, & KASHI, P.A.



DAVID J. ACHER
ENC: CORPORATE DOCS.

DJA/nb



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 18, 1995

DAVID J. ACHER, ESQ.
633 S. ANDREWS AVE., #101
FT. LAUDERDALE, FL 33301

SUBJECT: MAXER, CORP.
Ref. Number: W95000001219

We have received your document for MAXER, CORP. and your check(s) totaling \$70.00. 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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-1000.

Please return 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 (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 495A00001999

FILED

ARTICLES OF INCORPORATION
of

MAXER, CORP.

95 JAN 30 AM 9:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of this corporation shall be: MAXER, CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6765 S.W. 18th Street
Miami, Florida 33155
(305) 264-3729

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND shares (1000) of ONE DOLLAR (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Rinaldo J. Pereira
6765 S.W. 18th Street
Miami, Florida 33155
(305) 264-3729

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director is as follows:

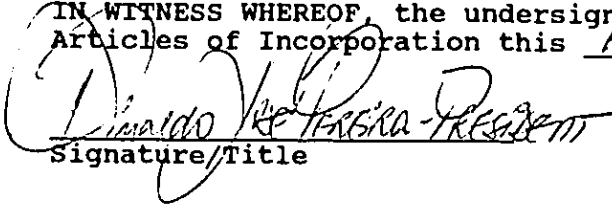
Rinaldo J. Pereira
6765 S.W. 18th Street
Miami, Florida 33155
(305) 264-3729

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Rinaldo J. Pereira
6765 S.W. 18th Street
Miami, Florida 33155
(305) 264-3729

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of January, 1995.

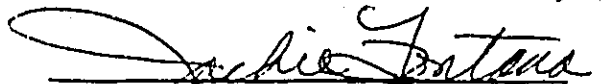

Signature/Title

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Rinaldo J. Pereira, known to me and known to be the person who executed the

foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto fixed my hand and seal, in the State and County aforesaid, this 12 day of January, 1995.


Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL JACKIE FONTANA NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC134480 MY COMMISSION EXP. SEPT 3, 1995
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

95 JAN 30 AM 9:07

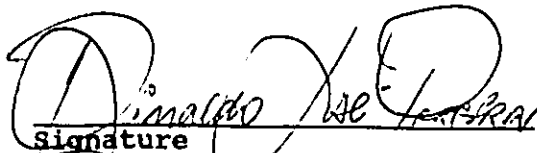
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, 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.

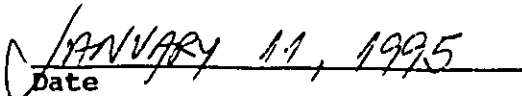
The name of the corporation is: **MAXER, CORP.**

The name and address of the registered agent and office is:

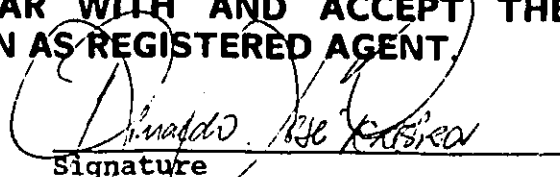
**Rinaldo J. Pereira
6765 S.W. 18th Street
Miami, Florida 33155**

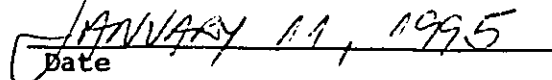

Signature


Title


Date

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.


Signature


Date