

P9 5000007904

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OUR FILE NUMBER

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December 30, 1994

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

FILED
JAN 25 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Formation of Max Davis Credit Corp.

Dear Sir or Madam:

Enclosed please find an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

Receiving, filing and indexing
Articles of Incorporation
Certified copy of Articles of
Incorporation
Registered Agent Fee

\$35.00

52.50

35.00

Total

\$122.50

500001390875
-01/26/95--01121--011
****122.50 ****122.50

The original is to be filed in your office and the copy certified and returned to this office using the enclosed stamped, self-addressed envelope.

Please telephone me if there is any reason why the Articles will not be filed immediately.

Sincerely,

Mary Blackford Cherry

Mary Blackford Cherry
Legal Assistant

Enclosures

cc: James B. Bertles

1-31

**ARTICLES OF INCORPORATION
OF
MAX DAVIS CREDIT CORP.**

95 JAN 26 PM 3:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is **Max Davis Credit Corp.**

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

2564 West End Road
West Palm Beach, FL 33406

The mailing address of this corporation shall be:

2564 West End Road
West Palm Beach, FL 33406

Article V

Capital Stock

The corporation is authorized to issue One Thousand (1000) shares of One Cent (\$.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is One Biscayne Tower, Suite 3400, 2 South Biscayne Boulevard, Miami, FL 33131-1897, and the name of the initial registered agent of this corporation at the address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Initial Board of Directors

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation are listed below:

John Max Davis

2564 West End Road
West Palm Beach, FL 33406

Article VIII

Incorporator

The name and address of the person signing these Articles are:

Michael V. Mitrione

777 South Flagler Drive
Suite 500E
West Palm Beach, FL 33401

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any

other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

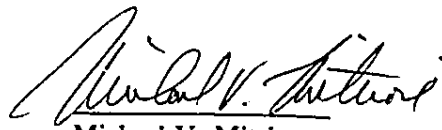
Amendment

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 shareholder(s) is subject to this reservation.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.


Michael V. Mitrione


DATED: January 17, 1995

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Max Davis Credit Corp., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE SERVICES,
INC.

By: 
Michael V. Mitrione, Vice President

112158.01

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ARTICLES OF MERGER
Merger Sheet

MERGING:

UNIPROP, INCORPORATED, a Florida corporation, 345470
MAX DAVIS CREDIT CORP., a Florida corporation, P95000007904

INTO

MAX DAVIS ASSOCIATES, INC., a Florida corporation, F84940

File date: May 27, 1997

Corporate Specialist: Steven Harris