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JEFFREY M. WAYNE, P.A. • DIV OF CORPORATIONS

NO.024 P001/006

H95000031309
DIVISION OF CORPORATIONS
JEFFREY M. WAYNE, P.A.
DEPARTMENT OF TREASURY
STATE OF FLORIDA
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(((H95000004395))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: VAN-MAX INTERNATIONAL CORP.

FAX AUDIT NUMBER: H95000004395 CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/19/1995 TIME REQUESTED: 12:28:04

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ENTER SELECTION AND <CR>:

Prep.
for
R.A.

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1.19 m.m.

April 19, 1995

GEOFFREY M. WAYNE, P.A.

MIAMI, FL

SUBJECT: VAN-MAX INTERNATIONAL CORP.

REF: W95000008445

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the

name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000004395
Letter Number: 395A00018463

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida

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**ARTICLES OF INCORPORATION
OF****Van-Max International Corp.**

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Van-Max International Corp.. The principal place of business of this corporation shall be 3300 Battersea Road, Miami, Florida 33133.

ARTICLE II.

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares</u>	<u>Par Value</u>	<u>Class of Stock</u>
500	\$1.00	Common

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All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be c/o GEOFFREY M. WAYNE, P.A., Brickell Bay Office Tower, Suite 2702, 1001 South Bayshore Drive, Miami, Florida 33131-4900, and the name of the initial registered agent of the corporation at that address is Geoffrey M. Wayne.

ARTICLE VI. DIRECTORS

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Paul A. Van Wallegghem
Madeleine Van Wallegghem
3300 Battersa Road
Miami, Florida 33133

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ARTICLE VII. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Geoffrey M. Wayne, Esq.
Brickell Bay Office Tower, Suite 2702
1001 South Bayshore Drive
Miami, Florida 33131-4900

ARTICLE VIII.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.


ARTICLE X. PREEMPTIVE RIGHTS

Each Shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in the corporation that may from time to time be issued (whether or not presently authorized) in the ratio that the number of shares it holds at time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares or other securities preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the

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Shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the state of Florida this 19th day of April, 1995.

By: 
Geoffrey M. Wayne, Incorporator



an-Max
International

P95000031309

January 10, 1996

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

RE: DOCUMENT NUMBER P95000031309

Gentlemen:

A while back we sent you notification of our change of address, however this may not have been recorded, as we have not yet received our Sales & Use Tax Return forms.

Would you please change your records to reflect that our new address is:

VAN-MAX INTERNATIONAL
1111 SOUTH ALHAMBRA CIRCLE
CORAL GABLES, FL 33146

Sincerely,

Madeleine van Walleghem

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