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PLEASE FILE THE ENCLOSED ARTICLES OF INCORPORATION
AND RETURN TO THE MIAMI ADDRESS LISTED BELOW (OR
IN THE ENCLOSED RETURN ENVELOPE).

THANK YOU FOR YOUR ATTENTION TO THIS MATTER.

MAX AMMERMAN, Inc.

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EFFECTIVE DATE
1-24-96

Dmc
1-31-96

FILED
96 JAN 26 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MAX AMMERMAN, INC.

EFFECTIVE DATE

1-24-96

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, 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

The name and initial address of this corporation shall be:

MAX AMMERMAN, INC.
285 N.W. 199TH STREET, #204
MIAMI, FL 33169

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares</u> <u>Authorized</u> | <u>Par Value</u> <u>Per Share</u> | <u>Class of</u> <u>Stock</u> |
|--|--------------------------------------|---------------------------------|
| 100 | \$1.00 | Common |

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

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence effective as of JANUARY 24, 1996, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 285 N.W. 199TH STREET, #204, MIAMI, FL 33169, with offices and branches at other places within or without the State of Florida. The initial registered agent at that address shall be MAX AMMERMAN.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director(s) of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

MAX AMMERMAN
285 N.W. 199TH STREET, #204
MIAMI, FL 33169

The name and address of the Incorporator(s) is/are:

MAX AMMERMAN
285 N.W. 199TH STREET, #204
MIAMI, FL 33169

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, of any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, we, the undersigned, being the Incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 24 day of Jan, 1996.


MAX AMMERMAN

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that MAX AMMERMAN, INC., desiring to organize under the laws of the State of Florida, has named MAX AMMERMAN, County DADE, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law, relative to keeping the registered open, and I accept the obligations of Section 607.325 F.S.

FILED
95 JAN 26 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



REGISTERED AGENT
OFFICIAL NOTARY SEAL
ALLAN F APPEL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC480951
MY COMMISSION EXP. AUG. 23, 1999

DATED: this 24th day

of July, 1996



OFFICIAL NOTARY SEAL
ALLAN F APPEL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC480951
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