

29600000133/5
DACEY & ASSOCIATES, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

February 5, 1996

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 7 1996

Dear Sir:

RE: Maximum CGI, Inc.
Start date: February 1, 1996

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with a check in the amount of \$70.00 for filing same.

A CERTIFIED COPY IS NOT REQUESTED.

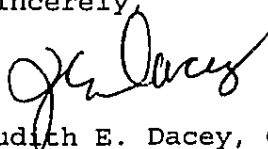
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*****70.00 *****70.00

Thank you for your usual prompt attention to these matters.

Please return the letter of acknowledgement to:

Judith E. Dacey, CPA
11018-112 Old St. Augustine Road
Jacksonville, FL 32257

Sincerely,



Judith E. Dacey, CPA

Enclosures

JD:js

gf 2/13/96

EFFECTIVE DATE
02/01/96

**ARTICLES OF INCORPORATION
OF
MAXIMUM CGI, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -8 AM 9:50

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopted the following Articles of Incorporation for such corporation:

ARTICLE I

NAME/PRINCIPAL OFFICE/MAILING ADDRESS:

The name of the corporation is:

Maximum CGI, Inc.

Start date: February 1, 1996

The principal office and mailing address is:

3721 San Jose Place - Suite #27

Jacksonville, FL 32257

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the initial registered office is:

3721 San Jose Place - Suite #27

Jacksonville, FL 32257

and the name of the initial registered agent is:

Vernon Paul Shurtz

**ARTICLES OF INCORPORATION
OF
MAXIMUM CGI, INC.**

ARTICLE III

DURATION:

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE:

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK:

The corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 10,000 with a par value of ten cents.

**ARTICLES OF INCORPORATION
OF
MAXIMUM CGI, INC.**

ARTICLE VI

BOARD OF DIRECTORS:

The initial board of directors shall consist of three members. Their names and mailing addresses, as well as, the position they hold is as follows:

Name: Michael Scott Smith

Chairperson

Address: 8268 Hidden Lake Drive South

Jacksonville, FL 32215

Name: Vernon Paul Shurtz

Member

Address: 139 Suzanne Avenue

Orange Park, FL 32073

Name: Matthew David Hagepanos

Member

Address: 7500 Powers Avenue - Apt 29

Jacksonville, FL 32217

**ARTICLES OF INCORPORATION
OF
MAXIMUM CGI, INC.**

ARTICLE VI

OFFICERS:

The initial officers of the corporation shall consist of three persons. Their names and mailing addresses, as well as, the positions they hold are as follows:

Name: Vernon Paul Shurtz
 President/Treasurer
Address: 139 Suzanne Avenue
 Orange Park, FL 32073

Name: Matthew David Hagepanos
 Secretary/VP of Modeling
Address: 7500 Powers Avenue - Apt 29
 Jacksonville, FL 32217

Name: Michael Scott Smith
 VP of Animation
Address: 8268 Hidden Lake Drive South
 Jacksonville, FL 32216

**ARTICLES OF INCORPORATION
OF
MAXIMUM CGI, INC.**

ARTICLES VII

INCORPORATOR:

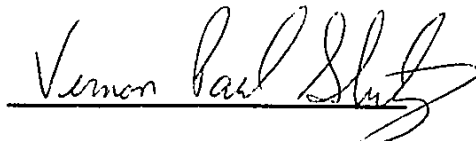
The name and address of the incorporator is:

Name: Vernon Paul Shurtz

Address: 3721 San Jose Place - Suite #27

Jacksonville, FL 32257

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the fifth day of February, 1996.

A handwritten signature in cursive script, reading "Vernon Paul Shurtz", is written over a horizontal line.

Incorporator (Signature)

**ARTICLES OF INCORPORATION
OF
MAXIMUM CGI, INC.**

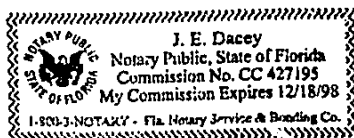
STATE OF FLORIDA

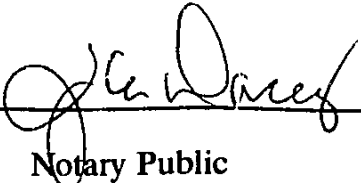
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared
Vernon Paul Shurtz.

Who is to me well known to be the person described in and who
subscribed the above Articles of Incorporation, and he did freely and
voluntarily acknowledge before me according to law that he made and
subscribed the same for the uses and purposes therein mentioned and set
forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official
seal, at Jacksonville in said County and State this fifth day of February,
1996.





Notary Public

STATE OF FLORIDA

Personally Known

or

Produced Identification

Type of ID produced: Driver's License

ARTICLES OF INCORPORATION
OF
MAXIMUM CGI, INC.

FILED
SECRETARY OF STATE
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96 FEB -8 AM 9:50

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT
BY INCORPORATOR AS SET FORTH IN ARTICLE II

First - That Maximum CGI, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Jacksonville, state of Florida, has named Vernon Paul Shurtz, located at 3721 San Jose Place - Suite #27, in the city of Jacksonville, state of Florida, 32257, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature

Vernon Paul Shurtz

(Registered Agent)

(Incorporator & Corporate Officer)

Date

5 February 1996