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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MAX INTERNATIONAL, INC.

FAX AUDIT NUMBER: H96000008362

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/14/1996

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(4)

ARTICLES OF INCORPORATION  
OF  
MAX INTERNATIONAL, INC.

The incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I  
NAME

The name of this Corporation is:

Max International, Inc.

ARTICLE II  
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III  
CAPITAL STOCK

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) per value common stock.

ARTICLE IV  
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION

The principal office and mailing address of this Corporation is:

1228 Collins Avenue  
Suite #300  
Miami Beach, FL 33139

Prepared by: Susan J. Hahn, Esq.  
Bar No. 0908762  
444 Brickell Avenue  
Suite #616  
Miami, Florida 33131  
305-374-8008

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**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Carlo Gambino  
421 N.E. 51 Street  
Miami, FL 33137

**ARTICLE VI  
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VII  
INCORPORATOR**

The name and street address of the incorporator is:

Sam Michael Ferlita  
1228 Collins Avenue  
Suite #300  
Miami Beach, FL 33139

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have One (1) Director initially. The number of Directors may be either increased or diminished from time by the By-laws, but shall never be less than One (1). The name and address of the initial Director of this Corporation is:

Name	Address
Sam Michael Ferlita	1228 Collins Avenue Suite #300 Miami Beach, FL 33139

**ARTICLE IX  
INDEMNIFICATION**


The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this eleventh day of June, 1996.

  
Sam Michael Ferlita, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0503.

  
Carlo Gambino, Registered Agent

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