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PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 145665 7110815

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : November 6, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 145665-005

CUSTOMER NO: 7110815

200001997682--6

CUSTOMER:

ADAMS GALLINAR IGLESIAS &  
PALENZUELA, P.A.  
Suite 2150  
701 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: DEMAX HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

*Kr*  
11-6-96

FILED  
95 NOV - 9 PM 3:22  
RECEIVED  
95 NOV - 5 AM 10:46  
SECRETARY OF STATE  
DIVISION OF CORPORATION

1.

**ARTICLES OF INCORPORATION**  
**OF**  
**DEMAX HOLDINGS, INC.**

FILED  
96 NOV -6 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

NAME

The name of the corporation is **Demax Holdings, Inc.**, and its address is 4690 East 11th Avenue, Hialeah, Florida 33013.

**ARTICLE II**

DURATION

The duration of the corporation is perpetual.

**ARTICLE III**

PURPOSES

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### **ARTICLE IV**

##### **AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

#### **ARTICLE V**

##### **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is: 701 Brickell Avenue, Suite 2150, Miami, Florida 33131 and the name of its initial registered agent at such address is Roberto L. Palenzuela.

#### **ARTICLE VI**

##### **DIRECTORS**

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is one (1). The names and address of the persons who are to serve as members of the initial board of directors are:

Roberto L. Palenzuela

701 Brickell Avenue, Suite 2150  
Miami, Florida 33131

**ARTICLE VII**

**INCORPORATOR**

The name and address of the incorporator is:

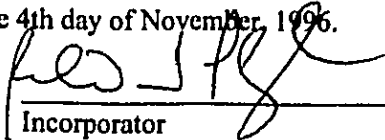
Roberto L. Palenzuela  
701 Brickell Avenue, Suite 2150  
Miami, Florida 33131

**ARTICLE VIII**

**INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 4th day of November, 1996.

  
\_\_\_\_\_  
Incorporator  
ROBERTO L. PALENZUELA

**STATE OF FLORIDA )**

**)ss:**

**COUNTY OF DADE )**

**BEFORE ME**, personally appeared Roberto L. Palenzuela, to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged 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 affixed my official seal, this 4th day of November, 1996.

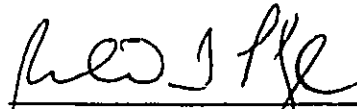
  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commissions Expires:



LAURA FERNANDEZ  
MY COMMISSION # CC363104 EXPIRES  
April 10, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, 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 office open.



ROBERTO L. PALENZUELA

RLP0123.WPD

FILED  
96 NOV -5 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA