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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MAXIM INTERNATIONAL, INC.  
AUDIT NUMBER.....H97000002962  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0  
CERT. COPIES.....1  
PAGES..... 9  
DEL.METHOD.. FAX  
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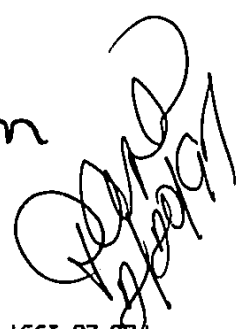
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RECEIVED  
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Bobbie  
Correction  
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ARTICLES OF INCORPORATION

OF

MAXIM INTERNATIONAL, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under these laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this corporation is:

MAXIM INTERNATIONAL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13031 S.W. 59TH STREET, SUITE 207  
Miami, Florida 33183

ARTICLE III-NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to export, invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind, and descriptions; except that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, cooperative association, state fair or

(PREPARED BY RICHARD A. BARBER, C.P.A.- 13031 S.W. 59TH STREET, SUITE 207  
MIAMI, FL. 33183) (305) 385-5888

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exposition. The corporation may carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation.

ARTICLE IV - POWERS

The powers herein granted to the corporation shall not be construed as any limitation upon the powers of the corporation but shall be in addition to the powers conferred by law. The corporation shall have the power to do the following:

1. To invest its funds in real estate, mortgages, stock, bonds or any other type of investment and to own or lease real or personal property necessary for or incidental to the rendering of professional services;
2. To sue and to be sued and appear and defend all acts and proceedings in its corporate name to the same extent as a natural person;
3. To adopt and use a common corporate seal and alter the same;
4. To appoint such officers, agents and employees as its affairs shall require and allow them suitable compensation;
5. To make and enter into all contracts necessary and proper for the conduct of its business;
6. To purchase the corporate assets of any other corporation;
7. To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any

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indebtedness or liability to it;

8. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock or any bonds or other evidences of indebtedness created by any other corporation of this State or any other State or Government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

9. To purchase, hold, sell, and transfer shares of its own capital stock or any of its own capital stock, but it cannot purchase any of its own capital stock except from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly or counted as outstanding stock for the purpose of any stockholders' quorum or vote;

10. To contract debts and borrow money at such rate of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon. Issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness whether secured or unsecured, and execute mortgages or other instruments or encumbrances upon its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient. To transfer corporate property of every kind and nature belonging to the corporation, as

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security for the payment of any bonds, notes, debts, or other evidence of indebtedness of the corporation.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be ONE THOUSAND (1,000) SHARES of common stock having a par value of \$ 1.00 each share.

The capital stock may be paid for in property, labor or services, at a just valuation to be fixed by the incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company.

Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE VI - INITIAL CAPITAL

The amount of capital with which this corporation may begin business shall not be less than \$ ONE THOUSAND DOLLARS (\$1,000.00)

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ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII- DIRECTORS

This Corporation shall have ONE (1) Director initially. The number of Directors may be increased or diminished from time to time, pursuant to the by-laws adopted by stockholders, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The names and street addresses of the members of the first board of Directors are as follows:

RICHARD A. BARBER	13831 S.W.59TH STREET, SUITE 207
MIAMI, FLORIDA 33183	

ARTICLE X - SUBSCRIBERS

The names and street addresses of each subscriber of these Articles of Incorporation are:

<u>NAMES:</u>	<u>ADDRESS</u>
RICHARD A. BARBER	13831 S.W. 59TH STREET, SUITE 207
MIAMI, FLORIDA 33183	

ARTICLE XI - OFFICERS

The names and street addresses of the officers of this corporation who shall hold office for the first year of the existence of the corporation and until their successors are elected or appointed and shall have qualified are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS:</u>
RICHARD A. BARBER	PRES.	13831 S.W. 59TH STREET
		MIAMI, FLORIDA 33183

ARTICLE XII - REGISTERED AGENT

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The registered agent of this corporation to accept service of process within this state shall be Richard A. Barber, 13831 S.W. 59th Street, Suite 207, Miami, Fl. 33183.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by majority of the voting capital stock, unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIV - INDEMNIFICATION

Every director and every officer of the Corporation serving this Corporation at its request, shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of this Corporation, or by reason of his serving or having served this Corporation at his request, whether or not he is a Director or Officer or is serving at the time such expenses or liabilities are incurred; providing that in such cases wherein the Director or Officer adjudged

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guilty of willful misfeasance of malfeasance in the performance of his duties and also in the event of a settlement before entry of judgement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled. IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13 day of February 1997.

  
Richard A. Barber

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized to take acknowledgments in the State and County named above, personally appeared Richard A. Barber, to me known to be the person described in the foregoing instrument as a subscriber to the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 13 day of February, 1997.

  
NOTARY PUBLIC

My Commission Expires:



BARBARA A. CRUZ  
NY COMMISSION # 00264404 EXPIRES  
March 10, 1997  
RENEWED TO FULL TERM YOUR FIDELITY, INC.



BARBARA A. CRUZ  
NY COMMISSION # 00264404 EXPIRES  
March 10, 1997  
RENEWED TO FULL TERM YOUR FIDELITY, INC.

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place set forth in this certificate, I hereby accept said designation and agree to comply with the provisions of said Act relative to keeping open said office.

  
Richard A. Barber  
Registered Agent

FILED  
97 FEB 20 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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