

TRANSMITTAL LETTER

P97000042859

DATE: May 10, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 12 PM 2:05

FROM: Juan C. Perez
One Purlieu Place Suite 230
Winter Park, FL 32792
Tel. No. (407) 672-0009

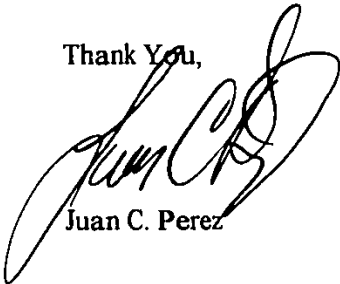
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05/12/97-00017-015
****122.50 ****122.50

TO: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: MAX-ON PROPERTIES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$122.50 (One Hundred and twenty-two Dollars and 50 cents) for filing fees and a certified copy of the articles of incorporation.

Thank You,



Juan C. Perez

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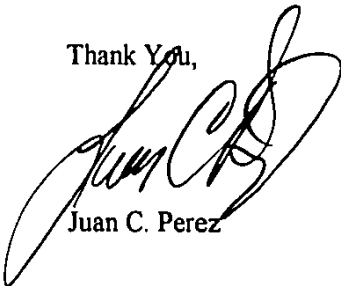
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Juan C. Perez

RP
5-14-97

ARTICLES OF INCORPORATION

OF

MAX-ON PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 12 PM 2:05

The undersigned incorporate(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MAX-ON PROPERTIES, INC.

The principal place of business of this corporation shall be:

One Purlieu Place, Suite 230, Winter Park, Florida 32792

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

(10,000) Ten Thousand shares of common stock having a nominal value of One (\$1.00) Dollar per share. Said stock shall be payable in cash property, labor, or services at a just valuation to be fixed by the stockholders at meeting called for that purpose.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Juan C. Perez, 3245 Hillmont Circle, Orlando, FL 32817

After the initial board of directors, the board shall consist of such number of directors as shall be

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is(are):

Juan C. Perez, One Purlieu Place, Suite 230, Winter Park, FL 32792

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 10th day of MAY, 1997.

Signature(s) of Incorporator(s)

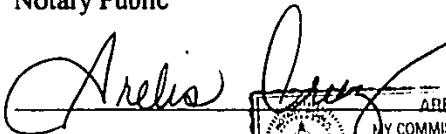


Juan C. Perez

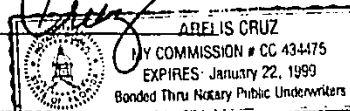
STATE OF FLORIDA
COUNTY OF ORANGE

THE FOREGOING instrument was acknowledged and sworn to before me this 10th day of May, 1997 by Juan C. Perez of **MAX-ON PROPERTIES, INC.**

Notary Public



Arelis Cruz



My Commission Expires: _____

Fl. Dr. Lic. # P620-423-66-095-0

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 12 PM 2:05

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MAX-ON PROPERTIES, INC.

2. The name and address of the registered agent and office is:

Juan C. Perez,
One Purlieu Place, Suite 230,
Winter Park, FL 32792

SIGNATURE

(Corporate Officer)

TITLE

President

DATE

May 10, 1997

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

(Registered Agent)

DATE

May 10, 1997