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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)385-6761

FAX #:

NAME: A.B. MAX CORP. AUDIT NUMBER.....H97000011056 DOC TYPE.....FLORIDA  
PROFIT CORPORATION OR P.A. CERT. OF STATUS..0 PAGES..... 4  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

A.B. MAX CORP.

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

1. NAME OF THIS CORPORATION IS:

A.B. MAX CORP.

2. PRINCIPAL OFFICE:

The principal office of the corporation shall be at:  
8623 NW 10th Street  
Plantation, Florida 33322

3. DURATION:

The period of duration of this corporation shall be perpetual.

4. PURPOSE:

The purpose is to engage in a lawful business permitted under the laws of the United States and the State of Florida.

5. CAPITAL STOCK:

The corporation is authorized to issue 1000 shares, all of one class having a par value of \$1.00 Dollar per share.

PREPARED BY:  
Norman Marcus, Esquire  
Norman Marcus, P. A.  
9181 West Broward Boulevard  
Suite 300  
Plantation, Florida 33324  
Telephone Number: (954) 475-2500  
Florida Bar No. 200921

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6. INITIAL REGISTERED OFFICE AND AGENT:

The name and address of the initial registered agent of this corporation is as follows:

Norman Marcus  
8181 West Broward Boulevard  
Suite 300  
Plantation, Florida 33324

7. NUMBER OF DIRECTORS AND INITIAL DIRECTORS:

This corporation shall have two directors initially. The number of directors may be increased or decreased by an amendment of the bylaws of the corporation adopted by all the Shareholders. The name of the initial Directors and their addresses are:

<u>Name</u>	<u>Address</u>
Max Gross Pres, Sec. Treasurer	8623 NW 10th Street Plantation, FL 33322
Barbara DeSimone Vice President	8623 NW 10th Street Plantation, FL 33322

8. INCORPORATOR:

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Max Gross	8623 NW 10th Street Plantation, FL 33322

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9. BYLAW AMENDMENT:

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Shareholders.

10. INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

11. INFORMAL ACTION OF DIRECTORS:

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. AMENDMENT OF ARTICLES:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

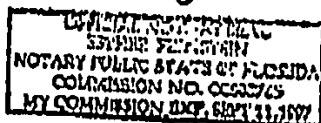
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2 day of July, 1997.

Max Gross  
MAX GROSS Incorporator

STATE OF FLORIDA )  
                          )  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared MAX GROSS, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument, and has produced H. Duane Williams as proper identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2 day of July, 1997.



Arthur L. Luster  
NOTARY PUBLIC, State of  
Florida at Large


My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVICED**

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, A.B. MAX CORP., desiring to organize under the laws of the State of Florida, with its principal office in Broward County, State of Florida, has named Norman Marcus, 8181 West Broward Boulevard, Suite 300, Plantation, Florida 33324, its agent to accept service of process within this State.

  
MAX GROSS, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Registered Agent

By:

  
NORMAN MARCUS

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