

P 97000064149

LAW OFFICES OF
WHEELER & HACKNEY, P.A.
1155 LOUISIANA AVENUE, SUITE 100
WINTER PARK, FLORIDA 32789
INTERNET: <http://www.westhcare.com>

KENNETH B. WHEELER, LL.M. TAX
EMAIL: kwheeler@wealthcare.com

ROBERT C. HACKNEY
EMAIL: rhackney@wealthcare.com

(407) 645-1779
FAX (407) 740-5591

FILED
97 JUL 23 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

07-22-97

July 22, 1997

Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

VIA - FEDERAL EXPRESS
3770650984

Re: MayMax Enterprises, Inc.

300002245293--9
-07/23/97--01091--006
70.0070.00

Dear Sir or Madam:

Enclosed herewith please find original and one copy of the Articles of Incorporation and Designation of Registered Agent in the above referenced matter for filing.

Also enclosed is our check in the sum of \$70.00 payable to the Secretary of State, representing the filing fees. We do not require a certified copy, just a copy with the filing information indicated.

Please return the copy of the filed Articles of Incorporation in the envelope provided.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,
WHEELER & HACKNEY, P.A.
Vickie L. Parker
Vickie L. Parker
Legal Assistant to
Robert C. Hackney, Esq.

/vlp
Enclosures

Originals
Crest

JN 7-24-97

ARTICLES OF INCORPORATION
OF
MayMax Enterprises, Inc.

FILED
97 JUL 23 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge
and file these Articles of Incorporation for the purpose of
becoming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

EFFECTIVE DATE

07-22-97

The name of this Corporation shall be:
MayMax Enterprises, Inc.

ARTICLE II
DURATION

The Corporation shall commence existence and be effective
as of July 22, 1997, pursuant to Florida Statute 607.0203, and
exist perpetually until dissolved according to law.

ARTICLE III
NATURE OF BUSINESS

The general purpose for which this Corporation is
organized is to transact any or all lawful business for which
corporations may be incorporated under Chapter 607, Florida
Statutes.

ARTICLE IV
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

Wheeler & Hackney, P.A.
Suite 100
1155 Louisiana Avenue
Winter Park, FL 32789

The name of the initial registered agent of this Corporation at that address shall be:

KENNETH B. WHEELER

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Cor-

poration shall be managed under the direction of a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
ALAN APPLEY	375 Virginia Drive Winter Park, FL 32789

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

KENNETH B. WHEELER
Wheeler & Hackney, P.A.
Suite 100
1155 Louisiana Avenue
Winter Park, FL 32789

ARTICLE IX
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at:

375 Virginia Drive
Winter Park, FL 32789

The mailing address of the corporation is:

375 Virginia Drive
Winter Park, FL 32789

ARTICLE IX
SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.


1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park,

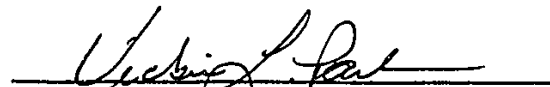
Florida, for the uses and purposes aforesaid, this 22 day of July, 1997.


KENNETH B. WHEELER
Incorporator

STATE OF FLORIDA)
: SS.:
COUNTY OF ORANGE)

Before me personally appeared KENNETH B. WHEELER, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Winter Park, Florida this 22 day of July, 1997.


Notary Public, State of Florida
at Large



VICKIE L. PARKER
My Commission C0523485
Expires Mar. 17, 2000

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

MayMax Enterprises, Inc.

FILED

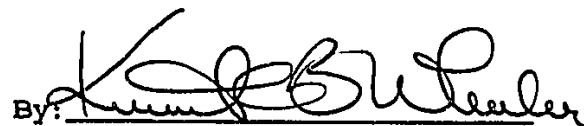
97 JUL 23 PM 1:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute, MayMax Enterprises, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Orange County, Florida, has named KENNETH B. WHEELER located thereat as its registered agent to accept service of process within this state.

By: 
KENNETH B. WHEELER, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
KENNETH B. WHEELER
Registered Agent

EFFECTIVE DATE
07-22-97