



SIR TAX Accounting, Consulting, Strategic Tax Planning & IRS Representation

2039 Tyler Street v Hollywood, FL 33020 v Telephone (954) 922-1903 v Facsimile (954) 926-6770

Of Counsel: R. Kevin Cross, E.A., v - Enrolled Agent, Public Accountant, & Financial Counselor.

P 970000 73306

v - R. Kevin Cross, E.A. - is enrolled as a preparer taxpayer before the Internal Revenue Service

15 August 1997

Department of State
Division of Corporations
Attn.: New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

4
100002269361--7
-08/18/97--01044--023
***122.50 ***122.50

EFFECTIVE DATE
8-15-97

Ref.: Maxman, Inc., D/B/A Spartacular Productions.

Dear Sirs:

Please incorporate the above referenced corporation effective August 15, 1997, and mail filed articles to:

FILED
97 AUG 22 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Steve B. Freedman
831 Alta Vista Terrace
Davie, Florida 33325

Thank you for your continued assistance in these matters.

W 97-19127
538

Sincerely,

~~R. Cross~~

AUG 25 1997

R. Kevin Cross, E.A.
Accountant & Tax Consultant.

RKC/MAX

*Member of: National Society of Public Accountants v National Association of Enrolled Agents v
Florida Association of Enrolled Agents v Christian Financial Concepts, Inc.
Visit our Internet Homepage at: <http://members.aol.com/sirtax/stand.htm>
E-mail Addresses: sirtax@aol.com*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1997

STEVEN B FREEDMAN
2039 TYLER STREET
HOLLYWOOD, FL 33020

SUBJECT: MAXMAN, INC. D/B/A SPARTACULAR PRODUCTIONS
Ref. Number: W97000019127

We have received your document for MAXMAN, INC. D/B/A SPARTACULAR PRODUCTIONS and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 397A00041888

*F.DOS,
CORRECTED NAME
(SEE ATTACHED)
Pays out!*

TKS.

ARTICLES OF INCORPORATION
OF
MAXMAN, INC.

The undersigned incorporator(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: MAXMAN, INC.

The principal place of business of this corporation shall be: 13899 Biscayne Blvd., Suite 153, North Miami, Florida 33181. **The mailing address: P.O. Box 612816 / North Miami, Florida 33261-2816**

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: One hundred shares common stock at NO par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually, effective August 15, 1997

ARTICLE V - OFFICERS & 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):

Steve B. Freedman
831 Alta Vista Terrace
Davie, Florida 33325

FILED
91 AUG 22 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. John Hoffpauir
1955 Ixora Road
North Miami., Florida 33181

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97 AUG 22 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INCORPORATOR(S)

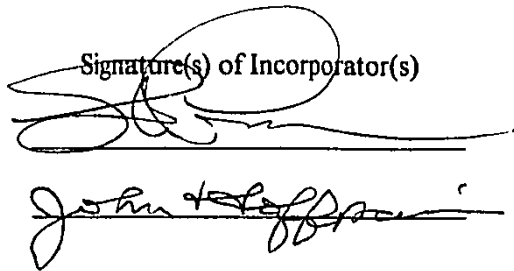
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Steve B. Freedman
831 Alta Vista Terrace
Davie, Florida 33325

John Hoffpauir
1955 Ixora Road
North Miami., Florida 33181

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

Signature(s) of Incorporator(s)



STATE OF FLORIDA.
COUNTY OF BROWARD.

THE FOREGOING instrument was acknowledged and sworn to before me this fifteenth day of August, 1997. by Mr. Steve B. Freedman & John Hoffpauir.

(Notary Public)

My Commission Expires: _____.

(SEAL)

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE 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.

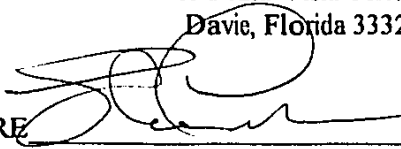
The name of the corporation is:

MAXMAN, INC.

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

Steve B. Freedman
831 Alta Vista Terrace
Davie, Florida 33325

FILED
97 AUG 22 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE  (Corporate Officer)

TITLE: PRESIDENT & C.E.O.

DATED: August 15, 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)

DATED: August 19, 1997.