



ACCOUNT NO. : 072100000032

REFERENCE : 629405 5020727

AUTHORIZATION : *Patricia Pait*

COST LIMIT : \$ 131.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 10 PM 3:05

ORDER DATE : December 10, 1997

ORDER TIME : 10:45 AM

ORDER NO. : 629405-005

000002368070--5

CUSTOMER NO: 5020727

CUSTOMER: Ronald Hock, Esq
GROSMAN & HOCK, P.A.

Suite 1150
200 East Robinson Street
Orlando, FL 32801

DOMESTIC FILING

NAME: MAXCOM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

*2544-
W97-27020*

JP 12/11/97

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97 DEC 10 AM 11:28
DIVISION OF CORPORATIONS

GROSMAN & HOCK, P.A.

Attorneys and Counselors at Law

Lake Eola Park Centre
Suite 1150
200 East Robinson Street
Orlando, Florida 32801-1962

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Kurt E. Grosman
LL.M. in Taxation
New York University

December 11, 1997

Ronald G. Hock
LL.M. in Taxation
New York University

Division of Corporations
State of Florida Department of State
The Capitol, PL-2
Tallahassee, Florida 32399-0250

Re: MaxCom, Inc.

Dear Division of Corporations:

Please accept for filing the Articles of Incorporation for MaxCom, Inc.

MaxCom, Inc. acknowledges that MaxCon, Inc. was incorporated on March 20, 1996.

Your assistance is appreciated.

Sincerely,

Ronald G. Hock

RONALD G. HOCK

cc: Mr. John J. Sabol
Ms. Sandra L. Sabol

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 10 PM 3:05



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 10, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: MAXCOM, INC.
Ref. Number: W97000027620

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 10 PM 3:05

We have received your document for MAXCOM, INC. and the authorization to debit your account in the amount of \$131.25. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 897A00058250

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

MAXCOM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 10 PM 3:05

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I - Name; Principal Office

The name of this Corporation shall be **MAXCOM, INC.** (the "Corporation"). The street address and the mailing address of the initial principal office of the Corporation shall be 2139 W. State Road 434, Suite 101, Longwood, Florida 32779, or such other place as may be designated by the Board of Directors.

Article II - Capital Stock

The Corporation shall have the authority to issue 10,000 shares of voting common stock, with a par value of \$1.00 per share.

Article III - Registered Office; Registered Agent

The street address of the initial registered office of the Corporation shall be 200 E. Robinson Street, Suite 1150, Orlando, Florida 32801. The initial Registered Agent of the Corporation shall be Ronald G. Hock.

Article IV - Incorporator

The name and street address of the person signing these Articles as the Incorporator is:

John J. Sabol
4700 Canal Drive
Sanford, Florida 32771

Article V - Corporate Existence

The date of commencement of corporate existence shall be effective upon the filing of these Articles. The Corporation shall have perpetual existence.

Article VI - Board of Directors

The Corporation shall initially have Four (4) members of the Board of Directors. The number of members of the Board of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than One (1). The names and addresses of the initial members of the Board of Directors of the Corporation shall be:

John J. Sabol
4700 Canal Drive
Sanford, Florida 32771

Sandra L. Sabol
4700 Canal Drive
Sanford, Florida 32771

James W. Stephenson
104 Wild Fern Drive
Longwood, Florida 32779

Lewis A. Brooks
1325 Branch Hill Court
Apopka, Florida 32712

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 9th day of December, 1997.

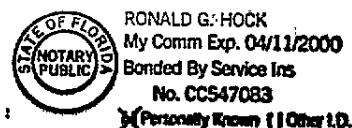
John J. Sabol
JOHN J. SABOL

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 9th day of December, 1997, by JOHN J. SABOL, who is personally known to me ~~or who has produced Florida driver's license number _____ as identification~~ and who ~~did~~ [did not] take an oath.

Ronald G. Hoch
NOTARY PUBLIC, STATE OF FLORIDA
Print Name:

My Commission Expires:
My Commission Number:



MAXCOM, INC.

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 10 PM 3:05

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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 FLORIDA STATUTES § 607.0505.

DATED: December 9, 1997

Ronald G. Hock

RONALD G. HOCK
Registered Agent