

P980000042681

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000008893 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MAXIPHILL, INC.

AUDIT NUMBER.....H98000008893

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

Connect: 00:01:31

FILED

98 MAY 12 AM 11:08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

RM 5/12/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

May 12, 1998

EMPIRE

SUBJECT: MAXIPHILL, INC.
REF: W98000010709

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The complete document was not received. Please refax the complete document, including the electronic filing cover sheet.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: E98000008893
Letter Number: 898A00026170

H98000008893

ARTICLES OF INCORPORATION

OF

MAXIPHILL, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

MAXIPHILL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This corporation is organized for the following purposes:

a) To construct, build, add, remodel, beautify, plaster, etc., buildings, residences, kitchens, fences and alike, custom constructions, etc.

b) Generally, to make and performs contracts of any kind and descriptions, and for the purpose of attaining any of the objects of the corporation; to purchase, sell, operate repair, own, hold, import, export general merchandise, personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as broker, owner or factor.

c) In the purchase, sell or acquisition of general merchandise, business rights or franchise, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by merchandise, mortgage, pledge or otherwise. The corporation may issue its stock for any lawful purpose, including the acquisition of any other entity.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 MAY 12 AM 11:08

FILED

Prepared by: Jesus V. G. Hues
4344 S.W. 7th St
Miami FL 33134

(305) 446-0106

H98000008893

H98000008893

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE DOLLAR (\$1.00) par value each common stock, which shall be designated "Common Shares".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation, which at same time is the mailing address shall be 9340 West Flagler Street Suite No. 101 in the City of Miami, County of Dade, Florida 33174, and the name of the initial registered agent is FERNANDO NAVEIRO.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be increased or diminished from time to time by the By-LAWS.

The name and address of the initial director of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------------------------|--|
| FERNANDO NAVEIRO Pres.-Sec.-Treas. | 9340 West Flagler Street No. 101 Miami, Florida 33174 |

H98000008893

ARTICLE IX - AMENDMENT

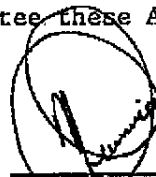
H98000008893

This corporation reserves th 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.

The private property of the stockholders of this corporation shall not be subject to the payment of the corporation debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of the corporation.

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

IN WITNESS WHEREOF, The undersigned has executee these Articles of Incorporation this 2nd day of May, 1998.



FERNANDO NAVEIRO
Pres.-Secr.-Treas.& Incorporator
9340 West Flagler Street No. 101
Miami, Florida 33174

H98000008893

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

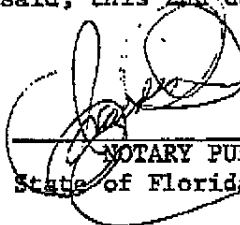
H980000008893

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared FERNANDO NAVEIRO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of the month of May, 1998.



"OFFICIAL SEAL"
Jesus Valdes
My Commission Expires 5/20/2000
Commission #CC 558088


NOTARY PUBLIC
State of Florida at Large

MY COMMISSION EXPIRES:

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR MAXIPHILL, INC., AT THE PLACE DESIGNATED IN THE FOREGOING 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.

SIGNED THIS 2ND DAY OF MAY, 1998



FERNANDO NAVEIRO
RESIDENT AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 12 AM 11:08

FILED

H980000008893