

Theodore H. Van Deventer
ATTORNEY AT LAW

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P98000058124

June 26, 1998

Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-06/29/98-01058-014
****122.50 ****122.50

Dear Sir:

Enclosed herewith is the duly executed original and a copy of the Articles of Incorporation of the proposed corporation of MAXIE, INC. and a check in the amount of \$ 122.50 for payment of costs involved in filing this purposed corporation.

Please, endorse your approval of the Articles of Incorporation on the copy, certify and return said copy to this office at your earliest convenience.

Thank you so much for your assistance in this matter.

Very truly yours,

Theodore H. Van Deventer
Theodore H. Van Deventer

THV/miv
Enclosures

FILED
98 JUN 29 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 JUN 29 AM 10:53
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MAXIE, INC.**

ARTICLE I. - NAME

The name of this Corporation is MAXIE, INC.

ARTICLE II. - DURATION

This Corporation shall exist perpetually.

ARTICLE III. - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business or activities at any of its branches at one or more offices or agencies, both within and without the State of Florida, in any and all other states, territories and colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

ARTICLE IV. - CAPITAL STOCK

The amount of paid capital with which the Corporation will commence business is FIVE HUNDRED and NO/100 (\$500.00) DOLLARS.

This Corporation is authorized to issue FIVE HUNDRED (500) shares of Common Stock of ONE and NO/100 (\$1.00) DOLLARS per share par value which shall be designated Common Shares.

ARTICLE V. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the stockholder already holds, shall have the right to purchase a pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which the stock is offered to others.

ARTICLE VI. - BOARD OF DIRECTORS

This Corporation shall be conducted and managed by two (2) Directors. The number of Directors may be fixed from time to time by the By-Laws of the Corporation but shall never be less than one.

The names and addresses of the initial Directors of this Corporation and their respective offices are:

ALLEN BOND, Pres./Dir., 120 E. Maple St., Winter Garden, FL 34787

PAT BOND, Sec./Treasurer/Dir., 120 E. Maple St., Winter Garden, FL 34787

ARTICLE VII. - INCORPORATORS

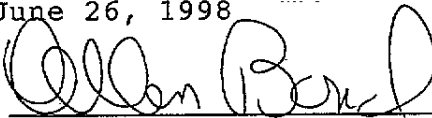
The names of the original subscriber of the capital stock, numbers of shares subscribed and the value of the consideration therefor which subscribers agree to take are as follows:

ALLEN BOND.....251..... shares of stock at \$1.00 per share;
PAT BOND.....249..... shares of stock at \$1.00 per share;

ARTICLE VIII. - BY-LAWS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner as hereunder prescribed by statutes, and all rights conferred on Stockholders herein are granted subject to this reservation.

The undersigned, being the Original Subscribers to the capital stock hereinabove named, for the purpose of forming a Corporation to do business within the State of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and so respectively agree to take the number of shares of stock hereinabove set forth and accordingly have hereunto set our hand and seal, this June 26, 1998



ALLEN BOND

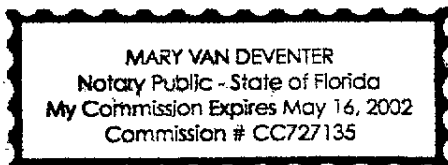


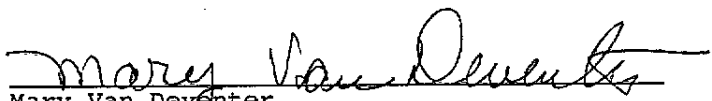
PAT BOND

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, personally appeared PAT BOND and ALLEN BOND, who are personally known to me known, and they acknowledge that they are the persons who made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal this June 26, 1998





Mary Van Deventer

STATE OF FLORIDA
DEPARTMENT OF STATE

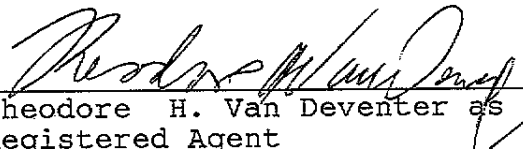
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

MAXIE, INC. is a Corporation organized under the Laws of the State of Florida and the following is submitted in compliance with Chapter 48.091, Florida Statutes.

The Principal Office of this Corporation is located in the City of Winter Garden, County of Orange, State of Florida, its Post Office address is 120 E. Maple Street, Winter Garden, Florida 34787, and has named THEODORE H. VAN DEVENTER, 120 East Maple Street, Post office Box 771064, Winter Garden, Florida 34777, as its Registered Agent to accept Service of Process within this State.

ACKNOWLEDGMENT:

Having been named to accept Service of Process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


Theodore H. Van Deventer as
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA