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SCOTT DARYL BINDER, ESQUIRE

Attorney at Law

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Florida Dept. of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation

Dear Sir or Madam:

400002593224--1  
-07/20/98-01013-014  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find Articles of Incorporation for filing, along with appropriate filing fee. Please return a date-stamped copy to this office. Should you have any questions, please feel free to call this office.

Thank you.

Sincerely,

Scott Daryl Binder

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 17 PM 2:35

RP  
07-20-98



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 10, 1998

**SCOTT DARYL BINDER, ESQ.**  
**807 WEST BEARSS AVENUE SUITE E**  
**TAMPA, FL 33613**

**SUBJECT: MAXX-CO REALTY CORPORATION**  
Ref. Number: W98000015670

We have received your document for MAXX-CO REALTY CORPORATION. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file.

The corporate fees are as follows:

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

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) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 598A00036879

ARTICLES OF INCORPORATION

OF

MAXX-CO REALTY CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLE I. NAME

The name of this corporation shall be Maxx-Co Realty Corporation.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America. **Martha Rowe** shall be President of said corporation and **Michael Rowe** shall be Vice-President of said corporation.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue **ONE-HUNDRED** par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation

of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be **ONE**. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

**Michael Rowe of 807 West Bearss Avenue, Tampa,  
Florida 33613.**

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:  
**807 West Bearss Avenue, Tampa, Florida 33618.**

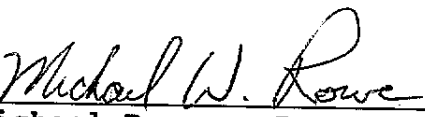
The name of the individual who shall serve as this corporation's initial registered agent at that address is: **Michael Rowe.**

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: **Michael Rowe of 807 West Bearss Avenue, Tampa, Florida 33613.**

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
\_\_\_\_\_  
**Michael Rowe - Incorporator**

I hereby accept my designation as resident agent and agree to serve as the resident agent of **Maxx-Co Realty Corporation**. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **Maxx-Co Realty Corporation**.

  
\_\_\_\_\_  
**Michael Rowe - Registered Agent**

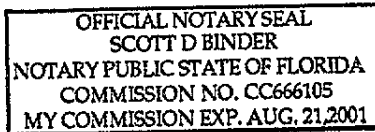
State Of Florida

County Of Hillsborough

On 7/6/98, Michael Rowe, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of Maxx-Co Realty Corporation.

Scott D. Binder  
Notary Public

Commission Expiration Date:



(Seal)

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CLERK OF STATE  
DIVISION OF CORPORATIONS  
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