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MATTHEWS ACCOUNTING SERVICES, INC.

636 U.S. HIGHWAY ONE, SUITE 112

NORTH PALM BEACH, FL 33408

(407) 863-3314

June 29, 1998

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

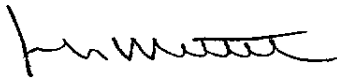
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Max Sales Inc. along with a check in the amount of \$ 70.00 for the filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me at the letterhead address with the filing date stamped on it.

Thank you,



Joseph Matthews  
Matthews Accounting Services, Inc.



Authorized by - Steven Rogove  
Registered Agent and Incorporator

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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# **ARTICLES OF INCORPORATION**

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

## **ARTICLE 1: NAME**

The name of this corporation shall be as follows:

**Max Sales Inc.**

## **ARTICLE 2: NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and the state of Florida.

## **ARTICLE 3: CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares, of one dollar (\$1.00) par value per share.

## **ARTICLE 4: INITIAL CAPITAL**

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

## **ARTICLE 5: TERM OF EXISTENCE**

This corporation is to have perpetual existence.

## **ARTICLE 6: ADDRESS**

The initial street address in the state of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

**101 Jeanette Way  
Jupiter, Florida 33458-3757**

The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

## **ARTICLE 7: BY-LAWS**

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and shareholders.

## **ARTICLE 8: AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any other amendments to them, and any right conferred upon the shareholder is subject to this reservation.

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DIVISION OF CORPORATIONS  
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## **ARTICLE 9: SUB CHAPTER S CORPORATION**

This corporation shall elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

## **ARTICLE 10: REGISTERED AGENT AND OFFICE**

The registered agent, as listed below with address, hereby accepts said designation by signature below:

**Steven Rogove  
101 Jeanette Way  
Jupiter, Florida 33458-3757**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

  
**Steven Rogove  
Registered Agent**

## **ARTICLE 11: INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may either be increased or decreased by the laws adopted by the shareholders but shall never be less than one.

The initial Directors of the Corporation are:

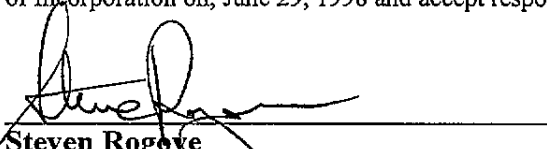
**Steven Rogove -- President, Vice President, Secretary & Treasurer**

## **ARTICLE 12: INCORPORATOR**

The name and personal address of the Incorporator:

**Steven Rogove  
101 Jeanette Way  
Jupiter, Florida 33458-3757**

As incorporator of Max Sales Inc. in witness thereof, I, Steven Rogove, do hereby execute these Articles of Incorporation on, June 29, 1998 and accept responsibility as registered agent.

  
**Steven Rogove  
Incorporator -- Max Sales Inc.**

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