

P98000086360
(SAMPLE LETTER OF TRANSMITTAL)

Date

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -8 PM 1:15

Re MAX PLUS CORPORATION
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 122.00.-

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours, 500002634265--4
-09/08/98--01135--007
***122.00 ***122.00

Luis Carlos Peres Haber
(individual's name)

MAX PLUS CORPORATION
(name of corporation)

MAILING ADDRESS OF CORPORATION		
9902 N.W. 29 ST.		
MIAMI, FL. 33,172		
PHONE		
(305)	418-2114	--
Area Code	Number	Ext.

~~16-8~~
16-8
105



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 14, 1998

MAXTECH CORPORATION
9902 NW 29TH ST.
MIAMI, FL 33172

SUBJECT: MAXTECH CORPORATION
Ref. Number: W98000020858

We have received your document for MAXTECH CORPORATION and your check(s) totaling \$122.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 098A00046414

ARTICLES OF INCORPORATION

of

MAX PLUS CORPORATION
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MAX PLUS CORPORATION

Principal & mailing address: 9902 N.W. 29 ST. Miami, Fl. 33,172

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE THOUSAND shares (5000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	LUIS CARLOS PERES HABER		
ADDRESS	9902 N.W. 29 ST.		
CITY	MIAMI	FLORIDA FL.	ZIP 33,172

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	LUIS CARLOS PERES HABER		
ADDRESS	9902 N.W. 29 ST.		
CITY	MIAMI	STATE FLORIDA	ZIP 33,172
NAME	MARCO A. PERES HABER		
ADDRESS	9902 N.W. 29 ST.		
CITY	MIAMI	STATE FLORIDA	ZIP 33,172
NAME	ANDRE L. CARNEIRO BEZERRA		
ADDRESS	9902 N.W. 29 ST.		
CITY	MIAMI	STATE FLORIDA	ZIP 33,172

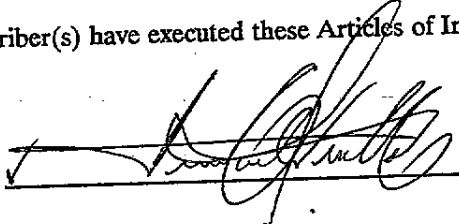
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DIVISION OF CORPORATIONS
98 OCT -8 PM 1:16

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	LUIS CARLOS PERES HABER		
ADDRESS	9902 N.W. 29 ST.		
CITY	MIAMI	STATE	FLORIDA
		ZIP	33,172
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 3 day of SEPTEMBER, 19 98.


 _____ (Seal)
 _____ (Seal)
 _____ (Seal)

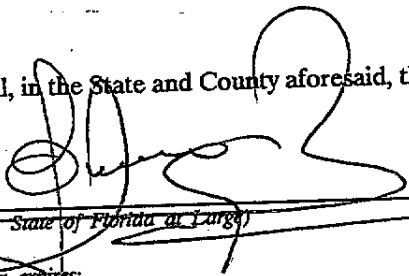
STATE OF FLORIDA)
 COUNTY OF MIAMI DADE) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

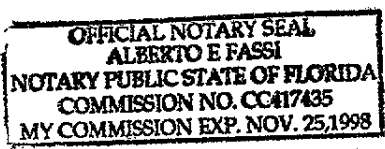
_____ known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that _____ executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 3 day of SEPTEMBER, 19 98.

(Notary Seal)



 (Notary Public, State of Florida at Large)
 My Commission expires: _____



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

MAX PLUS CORPORATION

(name of corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -8 PM 11 17

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 9902 N.W. 29 ST.

MIAMI, FLORIDA, 33,172

has named LUIS CARLOS PERES HABER

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at
the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.


(registered agent)