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January 25, 1999

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

EFFECTIVE DATE
1/25/99

ARTICLES OF INCORPORATION

for

Maxim Financial Corporation

000002757320--3
-01/28/99--01058--002
*****70.00 *****70.00

Dear Sir or Madame:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00 to cover the filing fee.

Please send the copy of the filed document to the following address:

Robert J. Hutchins, Attorney
222 West Comstock Ave., Suite 111
Winter Park, Florida 32789

Respectfully submitted,



Robert J. Hutchins

Incorporator

FILED
99 JAN 28 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-2/1/99

ARTICLES OF INCORPORATION

EFFECTIVE DATE

1/25/99

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of the corporation shall be: Maxim Financial Corporation.

ARTICLE II-NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III-TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE IV-AUTHORIZED SHARES

The corporation shall have the authority to issue 10,000 shares of common capital stock with a par value of \$.01 per share.

ARTICLE V-ADDRESS

The street address of the initial principal office and mailing address of the corporation is: 2213 Florida Boulevard, Neptune Beach, Florida 32266.

ARTICLE VI-DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholder(s).

ARTICLE VII-INITIAL DIRECTOR

The name and street address of the member of the first board of directors is:

Robert A. West, Jr. 2213 Florida Boulevard, Neptune Beach, Florida 32266

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Robert J. Hutchins 222 West Comstock Avenue, Suite 111, Winter Park, Florida 32789

ARTICLE IX-INITIAL REGISTERED OFFICE AND AGENT

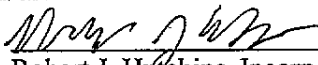
The street address of the initial registered office of the corporation is: 222 West Comstock Avenue, Suite 111, Winter Park, Florida 32789 and the name of the initial registered agent of the corporation at that address is Robert J. Hutchins.

ARTICLE X-AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XI-EFFECTIVE DATE

The existence of the corporation shall commence on January 25, 1999.


Robert J. Hutchins, Incorporator

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TALLAHASSEE, FLORIDA

REGISTERED AGENT'S ACCEPTANCE

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 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 I am familiar with and accept the obligations of my position as registered agent.


Robert J. Hutchins, Registered Agent

1/25/99
Date

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TALLAHASSEE, FLORIDA