

P99000018154



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 146902 123334A

AUTHORIZATION :

Patricia Piquito

COST LIMIT : \$ 70.00

ORDER DATE : February 24, 1999

ORDER TIME : 3:50 PM

ORDER NO. : 146902-005

CUSTOMER NO.: 123334A

5000002786565--3

CUSTOMER: Mr. John A. Karel  
PASCO BUSINESS SERVICES, INC.  
PASCO BUSINESS SERVICES, INC.  
2835 U.S. Highway 19  
Holiday, FL 34691

RECEIVED

99 FEB 24 PM 4:47

DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: MAX OPTIONS USA, INC.

EFFECTIVE DATE: .....

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS:

g 2/25/99

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 24 PM 12:21

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
Max Optics USA, Inc.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE 1 NAME: The name of the corporation shall be Max Optics USA, Inc.

ARTICLE 2 DURATION: The corporation shall have perpetual existence.

ARTICLE 3 PURPOSE: The purpose of the corporation is to engage in any activities of business permitted under the laws of the United States and of Florida.

ARTICLE 4 CAPITAL STOCK: The corporation is authorized to issue 1,000 shares of common stock, at a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE 5 INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered agent and office of the corporation is Anthony Record whose address is 11721 US Hwy 19, 67-69 3rd Ave., Port Richey, FL 34668. This is also the mailing address.

ARTICLE 6 INITIAL BOARD OF DIRECTORS: The corporation shall have ONE (1) director initially. The number of directors may be increased or decreased from time to time by amendment of the bylaws in the manner provided by law, but shall never be less than ONE (1). The name and address of the person who is to serve as the initial director is Anthony Record whose address is 11721 US Hwy 19, 67-69 3rd Ave., Port Richey, FL 34668.

ARTICLE 7 INCORPORATOR: The name and address of the incorporator is Anthony Record whose address is 11721 U.S. Hwy 19, 67-69 3rd Ave, Port Richey, FL 34668.

ARTICLE 8 BYLAW AMENDMENT: The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the Board of Directors.

ARTICLE 9 INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10 INFORMAL ACTION OF DIRECTORS: If all of the directors severally or collectively consent in writing to any action take or to be taken by the corporation, and the writing evidencing their consent is filed with the secretary of the corporation, the action shall be valid as though it

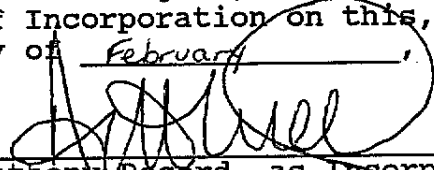
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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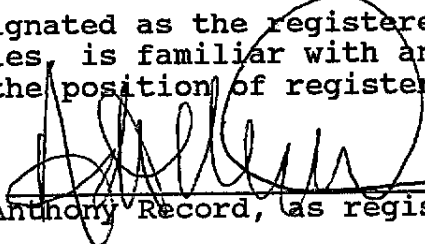
had been authorized at a meeting of the board of directors.

**ARTICLE 11 AMENDMENT OF ARTICLES:** This corporation reserves the right to adopt, alter, amend, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in accordance with Florida law.

Whereas, the undersigned, as incorporator, has executed these Articles of Incorporation on this, the 9th day of February, 1999.

  
\_\_\_\_\_  
Anthony Record, as Incorporator

Having been designated as the registered agent in the foregoing articles, is familiar with and accept the obligations of the position of registered agent.

  
\_\_\_\_\_  
Anthony Record, as registered agent

STATE OF FLORIDA  
COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared Anthony Record to me known as the person who executed the foregoing Articles Of Incorporation, and acknowledged to and before me that he executed such instrument.

WHEREFOR, I have hereunto set my hand and seal this 9th day of February, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

