

P99000031079



ACCOUNT NO. : 072100000032

REFERENCE : 193506 7135588

AUTHORIZATION :

COST LIMIT :

Patricia Pizito
\$ 98.75

ORDER DATE : April 5, 1999

ORDER TIME : 11:12 AM

ORDER NO. : 193506-005

CUSTOMER NO: 7135588

CUSTOMER: Ellen Rose, Esq
THERREL BAISDEN, P.A.
THERREL BAISDEN, P.A.
Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 PM 5:56

DOMESTIC FILING

NAME: B. MAX, INC.

8000002829228--4

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

RECEIVED
99 APR -5 PM 12:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J 4/5/99

ARTICLES OF INCORPORATION
OF
B. MAX, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR -5 PM 5:56

ARTICLE I
Name

The name of the corporation is B. Max, Inc.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 5th day of April, 1999.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Ellen Rose, Esq.

ARTICLE VI
Initial Board of Directors

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time

by the By-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Ms. Barbara Boderman
5660 Collins Avenue, #9-C
Miami Beach, FL 33140

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is:
Ellen Rose, Esq., Therrel Baisden, P.A., SunTrust International
Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation on this 2 day of
April, 1999.

Ellen Rose
ELLEN ROSE, Incorporator

STATE OF FLORIDA:

SS:

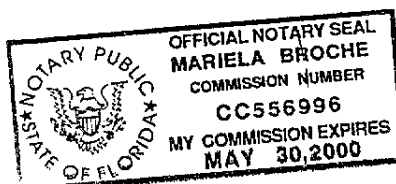
COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 2
day of April, 1999, by ELLEN ROSE, ESQ., who is
personally known to me ~~or who has produced~~ as
~~identification.~~

Mariela Broche
Notary Public, State of Florida
at Large

Type/Print/or Stamp Name of Notary

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR -5 PM 5:56


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

B. MAX, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that B. Max, Inc. desiring to organize under the laws of the State of Florida with its principal office at: c/o Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, has named Ellen Rose, Esq., located at SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, as its agent to accept service of process within this state.

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 provision of said Act relative to keeping open said office.



ELLEN ROSE

W:\ER\BODERMAN\ArticlesofInc