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LOBRANO & KINCAID, P.A.
ATTORNEYS AND COUNSELLORS
ONE INDEPENDENT DRIVE — SUITE 1650
JACKSONVILLE, FLORIDA 32202

STEPHEN D. LOBRANO
HARRY G. KINCAID
HOPE ADAMS ISELEY
WYCKE HAMPTON*

TELEPHONE (904) 359-2100
FACSIMILE (904) 353-1332

*ALSO ADMITTED IN
STATE OF GEORGIA

May 6, 1999

VIA U.S. MAIL

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

Re: Corporate Filings

EFFECTIVE DATE
5-6-99

800002869678--1
-05/10/99--D1121--004
*****78.75 *****78.75

Dear Madam or Sir:

Enclosed for purposes of filing to create a new corporation, please find one (1) original and two (2) copies of the Articles of Incorporation of Max & Company. Please file the Articles as appropriate.

Enclosed also is this firm's check in the amount of \$78.75 to pay the appropriate filing fees and one (1) certified copy fee.

Please return one (1) certified copy of the Articles of Incorporation of Max & Company to the undersigned, once filed.

If you have any questions, please do not hesitate to contact me. Thank you for your time and consideration in this matter.

Sincerely,



Wycke Hampton

WH/sb
Enclosures

Wycke
GAVE
AUTOMATICALLY PHONED TO
OWNER OF Corp. Suffix
DATE 5/13/99
DO NOT SIGN

FILED
99 MAY 10 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-6-99

**ARTICLES OF INCORPORATION
OF
MAX & COMPANY, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

Name

Section 1.1. Name. The name of the corporation is **MAX & COMPANY, INC.**

Article II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed with the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IV

Capital Stock

Section 4.1. Authorized Capital. This corporation may issue Common Voting Stock and Common Non-Voting Stock. The total number of shares of stock, whether Voting or Non-Voting, which this corporation is authorized to have outstanding at any one time is 10,000 shares with each share having a par value of \$1.00 per share. The holder of any share of Common Non-Voting Stock shall not be entitled to vote on any issue which is properly submitted to a vote at a meeting of shareholders. Except with regard to voting rights, the Common Voting Stock and the Common Non-Voting Stock of the corporation shall in all respects possess identical rights and privileges with regard to distribution and liquidation proceeds and all other rights and privileges.

Section 4.2. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article V

Principal Office and Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the principal office of this corporation and the initial registered office of this corporation is One Independent Drive, Suite 1650, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is Wade McK. Hampton.

Article VI

Directors

Section 6.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Director. The name and the street address of the member of the first board of directors of the corporation is:

NAME

STREET ADDRESS

Wade McK. Hampton

One Independent Drive, Suite 1650
Jacksonville, Florida 32202

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is: Wade McK. Hampton, One Independent Drive, Suite 1650, Jacksonville, Florida 32202.

Article IX

Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 6th day of May, 1999.

 (SEAL)
Wade McK. Hampton

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. SECTION 48.091, 607.034, the following is submitted.

MAX & COMPANY, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates is: Wade McK. Hampton as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be One Independent Drive, Suite 1650, Jacksonville, Florida 32202.

Dated: May 6, 1999

Wade McK. Hampton (SEAL)
Wade McK. Hampton, Subscriber

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: May 6, 1999

Wade McK. Hampton (SEAL)
Wade McK. Hampton

FILED
99 MAY 10 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA