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Juergen Weyers as secretary of
MAXUM MANAGEMENT Corp.
Naples, FL 34110
daytime phone: 941-992-4928

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

2544
W00-19709

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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DIVISION OF CORPORATIONS
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Examiner's Initials *ga*

TRANSMITTAL LETTER

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00 AUG 18 PM 3: 02

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

SUBJECT: FLOYD'S Restaurant, Corp.

Please find enclosed the certificate of designation of registered agent/registered office as well as an original and one copy of the articles of incorporation as well as a copy of the letter sent by you on August 8, 2000.

FROM:

Juergen Weyers as secretary of
MAXUM MANAGEMENT Corp.
Naples, FL 34110
daytime phone: 941-992-4928



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 8, 2000

MAXUM MANAGEMENT CORP.
ATTN: JUERGEN WEYERS
11983 TAMIAMI TRAIL N. #151
NAPLES, FL 34110

SUBJECT: FLOYDS, CORP.
Ref. Number: W00000019611

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We have received your document for FLOYDS, CORP.. However, the document has not been filed and is being returned for the following:

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 600A00042823

EFFECTIVE DATE

8/14/00

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00 AUG 13 PM 3: 02

ARTICLES OF INCORPORATION

of

FLOYD'S Restaurant, Corp.

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

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is FLOYD's Restaurant, Corp.

Section 1.2 Address of Principle Office. The address of the principal office is 11983 Tamiami Trail N. # 151, Naples, FL 34110.

ARTICLE 2

DURATION

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

ARTICLE 3

SHARES

Section 3.1 Shares. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 7000 shares of voting common stock having a par value of \$ 1.00 per share.

ARTICLE 4

INITIAL REGISTERED AGENT AND STREET ADDRESS

Section 4.1 **Registered Agent.** The street address of the initial registered office of this corporation is 11983 N. Tamiami Trail, Suite #151, Naples, Florida 34110, and the name of the initial registered agent of this corporation at that address is MAXUM MANAGEMENT, Corp.

ARTICLE 5

DIRECTORS

Section 5.1 **Number.** This corporation shall have one director initially. Directors shall be elected as provided in the bylaws and the number of directors may be increased or diminished from time to time as set forth in the bylaws, but shall never be less than one.

Section 5.2 **Initial Director.** The name and address of the members of the first board of directors of this corporation is:

Juergen Weyers
c/o Maxum Management, Corp.
11983 N. Tamiami Trail, Suite #151
Naples, Florida 34110

ARTICLE 6

BYLAWS

Section 6.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, 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 board of directors.

ARTICLE 7

INCORPORATOR

Section 7.1 **Incorporator.** The name and street address of the incorporator of this corporation is:

Juergen Weyers
c/o Maxum Management, Corp.
11983 N. Tamiami Trail, Suite #151
Naples, Florida 34110

ARTICLE 8

INDEMNIFICATION

Section 8.1 **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 9

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 the 14th day of August, 2000.


.....
Juergen Weyers, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG 18 PM 3: 02

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES; THE UNDERSIGNED CORPORATION , ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is FLOYD'S Restaurant, Corp..

2. The name and address of the registered agent and office is

MAXUM Management, Corp.
11983 N. Tamiami Trail, Suite #151
Naples, FL 34110

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 the 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.


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Maxum Management, Corp.
by Juergen Weyers, Secretary