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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

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FLORIDA PROFIT CORPORATION OR P.A.

MAXIMO'S ITALIAN RESTAURANT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 2, 2001

EMPIRE

SUBJECT: MAXIMO'S ITALIAN RESTAURANT, INC.
REF: W01000015154

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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Neysa Culligan
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New Filing Section

FAX Aud. #: H01000077705
Letter Number: 701A00039399

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ARTICLES OF INCORPORATION

OF

MAXIMO'S ITALIAN RESTAURANT, INC.

ARTICLE I: NAME

The name of this Corporation is: MAXIMO'S ITALIAN RESTAURANT, INC.
Principal address of the Corporation is:

102 NE 6TH AVENUE
DELRAY BEACH, FL 33483

ARTICLE II: DURATION

This Corporation shall have a perpetual existence commencing on the date of: JULY 3, 2001.

ARTICLE III: PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business. The specific nature of business for this professional association is Full Service Restaurant.

ARTICLE IV: CAPITAL STOCK

This Corporation is authorized to issue 500 shares of Common Stock at a par value of \$1.00.

ARTICLE V: INITIAL REGISTERED AGENT AND OFFICE

The street address of the Initial Registered Office of this Corporation is: 102 NE 6TH AVENUE
DELRAY BEACH, FL 33483

The name of the Initial Registered Agent of this Corporation at that address is: JUAN ABIEU

ARTICLE VI: INITIAL CAPITAL

The initial Capital with which the Corporation shall begin business is: \$500.00

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one director, initially.

The name and address of the Initial Director of this corporation is:

JUAN ABIEU
102 NE 6TH AVENUE
DELRAY BEACH, FL 33483

JAMES F. STAHL, ACCOUNTANT
STAHL & ASSOCIATES, P.A.
138 N. SWINTON AVENUE
DELRAY BEACH, FLORIDA 33444
561-265-2229

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ARTICLE VIII: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Directors.

Ownership of stock in this Corporation shall not be a condition preceding membership on the Board of Directors or to the election as an Officer of the Corporation.

ARTICLE IX: OFFICERS

The name and address of the Officers who shall hold office for the first year of the corporate existence or until successors have been elected and qualified are as follows:

President:	JUAN ABIEU 102 NE 6 TH AVENUE DELRAY BEACH, FL 33483
Vice Pres:	JUAN ABIEU 102 NE 6 TH AVENUE DELRAY BEACH, FL 33483
Secretary:	JUAN ABIEU 102 NE 6 TH AVENUE DELRAY BEACH, FL 33483
Treasurer:	JUAN ABIEU 102 NE 6 TH AVENUE DELRAY BEACH, FL 33483

ARTICLE X:

The name and address of the person signing these Articles is:

JUAN ABIEU
102 NE 6TH AVENUE
DELRAY BEACH, FL 33483

ARTICLE XI:

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment hereto.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THE ARTICLES OF INCORPORATION, THE 26th DAY OF JUNE, 2001.

Juan Abreu

(Registered Agent / Incorporator)

Having been named to accept service of process for the above stated Corporation, at 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 on said office.

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS

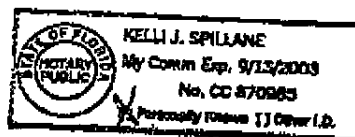
Before me, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared before me, Maximo Abieu, known to me to be this person who executed the foregoing Articles of Incorporation, and he acknowledged before me these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 26th day of June, 2001.

Kelli J. Spillane

Kelli J. Spillane, Notary Public

My Commission Expires:



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