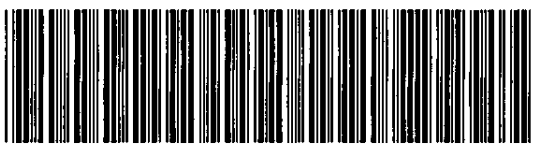


P07000010400

J. Connolly
319 47th St. N.W.
Bardonia, FL
34209



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PICK-UP WAIT MAIL

01/09/07--01010--003 **122.50

(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E. Burch JAN 24 2007



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 9, 2007

J CONNELLY
319 47TH HST NW
BRADENTON, FL 34209

SUBJECT: MAX&SAM'S, IINC.
Ref. Number: W07000001215

We have received your document for MAX&SAM'S, IINC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 807A00001811

**ARTICLES OF INCORPORATION
OF**

The undersigned incorporator hereby forms a corporation under Chapter 607, of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MAX&SAM'S CHOPHOUSE, INC.

The address of the principal office of this corporation shall be:
250 75TH Street
St. Petersburg Beach, Fl. 33706

and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

To provide food, beverage and entertainment services.
This corporation may engage or transact in any or all lawful Activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is Authorized to have outstanding at any one time is:
(200 Shares of Common stock having no par value per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation
Shall be: 250 75TH Street
St. Petersburg Beach, Fl. 33706

And the name of the initial registered agent Craig Malogrides
Of the corporation that address is: 250 75TH Street
St. Petersburg Beach, Fl. 33706

ARTICLE V. TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority
Of, Craig D. Malogrides, Linda L Malogrides and James Sewell the business and
affairs of the corporation managed under the direction of its Board of Directors,
subject to any limitation set forth in these Articles of Incorporation. This
corporation shall have 3 Director(s), initially. The
Name(s) and street addresses of the initial member(s) of the Board of Directors
are: Craig D Malogrides
Linda L. Malogrides
James Sewell
250 75TH Street
St. Petersburg Beach, Fl. 33706

ARTICLE VII. OFFICERS

The name and address of the initial officer(s) of the
Corporation who shall hold office for the first year of the
Corporation, or until their successors are elected or appointed
Is: Craig D. Malogrides
Linda L. Malogrides
James Sewell
250 75TH Street
St. Petersburg Beach, Fl. 33706

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of

Incorporation is: Craig D. Malogrides
250 75TH Street
St. Petersburg Beach, Fl. 33706

IN WITNESS WHEREOF, the undersigned agent has hereunto set his Hand and seal this 01/02/2007.

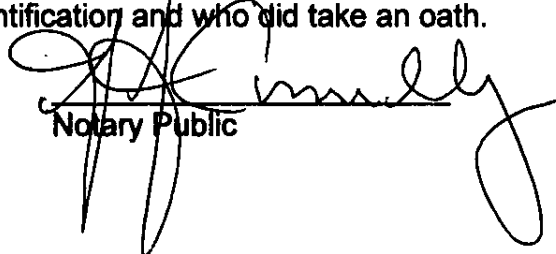


ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

I, Craig Malogrides having been designated as the Registered Agent in the above and forgoing Articles, I am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505 and 617.0202 Florida Statutes



The foregoing instrument was acknowledged before me this January 2, 2007 by Craig Malogrides, who is personally known to me or who has produced DL as identification and who did take an oath.



Notary Public

My Commission Expires:



John J. Connelly
Commission # DD292451
Expires March 31, 2008
Banded They Fall - Insurance, Inc. 909-386-7010