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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2007 FEB 15 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 760464 81002A

AUTHORIZATION :

COST LIMIT : \$ 75,750

ORDER DATE : February 15, 2007

ORDER TIME : 10:27 AM

ORDER NO. : 760464-015

CUSTOMER NO: 81002A

DOMESTIC FILING

NAME: MAX'S SUPERIOR STEAKS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake - EXT. 2959

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**MAX'S SUPERIOR STEAKS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE:**

The name of the corporation is MAX'S SUPERIOR STEAKS, INC.

**ARTICLE TWO:**

The duration of the corporation is perpetual, with commencement at the time of filing these Articles.

**ARTICLE THREE:**

The general purposes for which the corporation is organized are:

1. Retail merchandising of food products.
2. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

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**ARTICLE FOUR:**

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class and shall have a par value of Five Dollars (\$5.00) per share. All shares shall be common stock. Common stock of the corporation shall be issued as “small business corporation” stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

**ARTICLE FIVE:**

The street address of the initial registered office of the corporation is 1725 Manor Way, DeLand, FL 32720, and the name of its initial registered agent at such address is MAX L. COLE.

**ARTICLE SIX:**

The number of directors constituting the initial board of directors of the corporation is two (2). The names and addresses of the persons who are to serve as members of the initial board are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
MAX L. COLE President & Treasurer	1725 Manor Way DeLand, FL 32720
MATTHEW BURLAKOFF Vice President & Secretary	1725 Manor Way DeLand, FL 32720

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
MAX L. COLE President & Treasurer	1725 Manor Way DeLand, FL 32720
MATTHEW BURLAKOFF Vice President & Secretary	1725 Manor Way DeLand, FL 32720

The name and address of each shareholder is:

<u>NAME</u>	<u>ADDRESS</u>
MAX L. COLE President & Treasurer	1725 Manor Way DeLand, FL 32720
MATTHEW BURLAKOFF Vice President & Secretary	1725 Manor Way DeLand, FL 32720

**ARTICLE SEVEN:**

The business of the corporation shall be managed by the Stockholders rather than by the Board of Directors of this corporation.

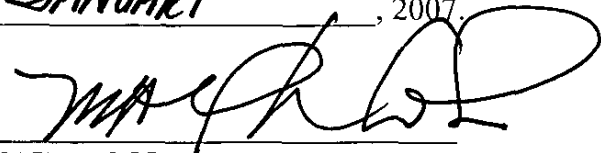
**ARTICLE EIGHT:**

This corporation shall commence to exist on the date of filing.

Executed by the undersigned at DeLand, Florida, on the 25 day of

JANUARY

, 2007.



MAX L. COLE  
Incorporator

STATE OF FLORIDA  
COUNTY OF VOLUSIA

Before me, the undersigned officer, personally appeared MAX L. COLE, who is personally known to me or has produced FIA. D.L. as identification, and who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at DeLand, Florida, in said County and State, this 25 day of JANUARY, 2007.



Notary Public - State of Florida  
My Commission Expires:

(SEAL)

MST/abo  
SUPERIORSTEAKS.ART.wpd



Michael S. Teal  
MY COMMISSION # DD182989  
April 9, 2007  
BONDED THRU TROY PAUN INSURANCE, INC.

**Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served**

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In compliance with Section 48.091, the following is submitted:

That MAX'S SUPERIOR STEAKS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1725 Manor Way, DeLand, FL 32720, has named MAX L. COLE, located at 1725 Manor Way, DeLand, FL 32724, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

MAX'S SUPERIOR STEAKS, INC.

By: 

Registered Agent