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1/24/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MAX'S BEACH GRILL, INC.

FAX AUDIT NUMBER: H95000000944

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 16, 1994

CORPORATION INFORMATION SERVICES, INC.

The name MAX'S BEACH GRILL, LTD. has been reserved for 120 days beginning December 16, 1994. The reservation number is R94000005949 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

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**ARTICLES OF INCORPORATION
OF****MAX'S BEACH GRILL, INC.**

The undersigned Incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I**NAME OF CORPORATION**

The name of this Corporation shall be:

Max's Beach Grill, Inc.

ARTICLE II**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of this Corporation is 490 East Palmetto Park Road, Suite 110, Boca Raton, Florida, 33432.

ARTICLE III**AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV**ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 490 East Palmetto Park Road, Suite 110, Boca Raton, Florida, 33432, and the initial registered agent of this Corporation at that address shall be Dennis Max.

Prepared by: Michael E. Krul, Esq., FL Bar #0196954
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

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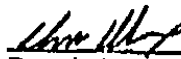
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ARTICLE V
INCORPORATOR

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

Dennis Max
490 East Palmetto Park Road, Suite 110
Boca Raton, Florida 33432

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 21st
day of January, 1995.


Dennis Max, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these
Articles of Incorporation, hereby accepts the appointment as such registered agent,
and acknowledges that he is familiar with, and accepts the obligations imposed upon
registered agents under, the Florida Business Corporation Act, including specifically
Section 607.0505.


Dennis Max, Registered Agent

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