

P96000039483

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: maxime Restaurant  
Corp.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert-Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate KII		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		
SUBTOTALS		

STANDARD FILING  
TALLAHASSEE, FLORIDA  
MAY 18 11 37 AM '96

408881813824  
-05/08/96-01025-024  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

PH 5/8/96

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME nc CK No. \_\_\_\_\_  
BY nc

WALK-IN 5/8 11:00  
Will Pick Up

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

96  
MAY 18 11 37 AM '96

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

May 7, 1996

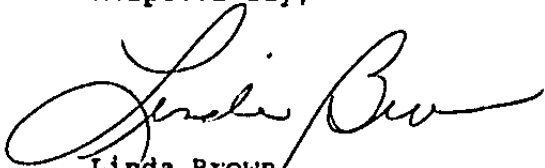
Department of State  
Corporate Records/  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation  
of: **MAXIME RESTAURANT CORP.**

Also find enclosed a check made payable to the Secretary of State in  
the amount of \$70.00 which includes the statutory filing fee. Your  
assistance in establishing the corporation to be known as:  
**MAXIME RESTAURANT CORP.** is appreciated.

Respectfully,

A handwritten signature in cursive script, appearing to read "Linda Brown", is written over the typed name and address.

Linda Brown  
332 W. Boynton Beach Blvd.  
Suite 4  
Boynton Beach, Florida 33435

ARTICLES OF INCORPORATION  
OF  
MAXIME RESTAURANT CORP.

FILED  
96 MAY -8 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE ONE**

The name of the corporation is: **MAXIME RESTAURANT CORP.**  
The principle address of the corporation is: 332 W. Boynton Beach Blvd., Suite 4, Boynton Beach, Florida 33435

**ARTICLE TWO**

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE THREE**

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

**ARTICLE FOUR**

This corporation is authorized to issue One Thousand shares (1,000) of Common Stock, which shall be designated as "Common Shares" with no par value.  
All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

#### **ARTICLE FIVE**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### **ARTICLE SIX**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

#### **ARTICLE SEVEN**

The street address and mailing address of the initial principal registered office is: 332 W. Boynton Beach Blvd., Suite 4, Boynton Beach, Florida 33435 and the name of its initial registered agent of this corporation is: Linda Brown.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Linda Brown

#### **ARTICLE EIGHT**

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the

shareholders. The names and addresses of the initial director of this corporation is:

<u>Name</u>	<u>Mailing Address</u>
Edam Handy	Little Mermaid 505 N.E. 5th Avenue Delray Beach, Florida 33483

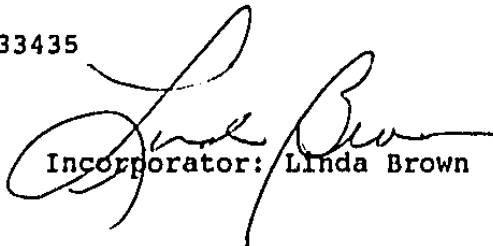
#### ARTICLE NINE

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

#### ARTICLE TEN

The name and address of the incorporator for this corporation is:

Linda Brown  
332 W. Boynton Beach Blvd.  
Suite 4  
Boynton Beach, Florida 33435

  
Incorporator: Linda Brown

#### ARTICLE ELEVEN

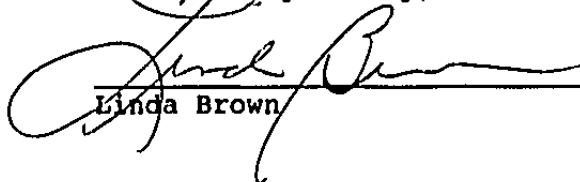
No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so

interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

#### ARTICLE TWELVE

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien not the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7<sup>th</sup> day of May, 1996.

  
Linda Brown

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

FILED  
JAN 11 1987  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted, in compliance with said act:

FIRST: that **MAXIME RESTAURANT CORP.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Boynton Beach, County of Palm Beach, State of Florida, has named Linda Brown located at: 332 W. Boynton Beach Blvd, Suite 4, Boynton Beach, Florida 33435, City of Boynton Beach, County of Palm Beach, State of Florida, as its agent to accept service of process with the state.

**ACKNOWLEDGMENT: MUST BE SIGNED BY DESIGNATED AGENT**

Having been named to accept service of process for the above 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 open said office.

BY: 

Linda Brown  
Registered Agent