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P960000046645

May 23, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Max-im Industries, Inc.

Sirs/Mesdames:

On behalf of the above named for profit entity, I enclose for filing, in duplicate, its articles of incorporation, together with a \$122.50 check as filing fee, designation of registered agent, and certified copy.

Should there be any questions, or if you need anything further in connection with this filing, please let me know. Thank you.

Sincerely,

Roberto R. Ruelo
Roberto R. Ruelo

Enclosures

cc: Adriano S. Dasalla (w/ encl.)

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAX-IM INDUSTRIES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (Chapter 607, Florida Statutes), hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be MAX-IM INDUSTRIES, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are (a) to manufacture and sell all kinds of bread, cakes, pastries, and confections, and articles of like kinds, including the raw materials, ingredients, conserves and preserves used in connection with such manufacture and sale; (b) to own, conduct, operate, maintain and carry on a general restaurant, cafeteria, food, coffee and gift shop, inn, tavern or place of entertainment and refreshment business; and (c) to transact any or all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - AUTHORIZED SHARES

The number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of One Thousand Dollars (\$1,000.00) per share.

ARTICLE IV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes, as now or hereafter amended.

ARTICLE V - RESTRICTIONS ON TRANSFER OF SHARES

No issued shares of the corporation shall be sold, transferred, pledged, encumbered or in any other way disposed of to any person unless a prior opportunity to acquire such shares is offered to the other shareholders in accordance with any written agreement between the shareholders as to restrictions on transfer of shares.

ARTICLE VI - INDEMNIFICATION

The officers, directors, employees, and agents of the corporation shall be indemnified by the corporation in such cases as now or hereafter provided in Section 607.0850, Florida Statutes.

ARTICLE VII - PRINCIPAL OFFICE;
INITIAL REGISTERED AGENT AND ADDRESS

The principal office or mailing address of the corporation is 547 9th Street North, St. Petersburg, Florida 33701, or such office or address as the Board of Directors may, from time to time, determine. The street address of its initial registered agent is 547 9th Street North, St. Petersburg, Florida 33701, and the name of its initial registered agent at such address is Adriano S. Dasalla.

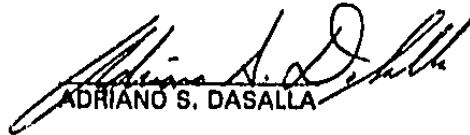
ARTICLE VIII - INITIAL DIRECTOR; INCORPORATOR; SHAREHOLDER

The corporation shall have one directors initially. The number of the directors may be increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the Initial director, Incorporator, and shareholder are Adriano S. Dasalla, of 547 9th Street North, St. Petersburg, Florida 33701.

ARTICLE IX - BYLAWS

The power to adopt or amend the Bylaws shall be vested in the Board of Directors.

The undersigned has executed these Articles of Incorporation this 20th day of May, 1996, at St. Petersburg, Florida.


ADRIANO S. DASALLA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida: The name of the corporation is MAX-IM INDUSTRIES, INC.; the name and address of the registered agent and office are Adriano S. Dasalla, 547 9th Street North, St. Petersburg, Florida 33701.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 20, 1996.


ADRIANO S. DASALLA
Registered Agent

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