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FILED
99 JUL -1 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address 16200 San Carlos Blvd
FT. Myers, FL. 33908
Phone (941) 466-7444

Secretary of State
Division of Corporations
Capitol Building
Tallahassee, Florida 32301

600002794456--4
-03/04/99--01058--007
****122.50 *****78.75

Gentlemen:

Enclosed are:

1. (2) copies of the Articles of Incorporation of
~~MAXIM CORPORATION INC.~~
name of corporation Sah-maxim INC.
2. Appointment of a Registered Agent for Filing Purposes
3. A Check for \$122.50 to cover Charter Tax, Filing Fees,
Registered Agent Fee and the cost of a certified copy of
the Articles.

Please send a certified copy to me.

Very Sincerely,

Martha J. Myers
name

Conflict

1K60543

Martha GAVE
AUTHORIZATION BY PHONE TO
CORRECT R/A Address
DATE 7/1/99
DOC. EXAM. MM

3-34042
W 5683



SAH - MAXIM

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 9, 1999

AAA

MARTHA MAYES
16200 SAN CARLOS BLVD.
FT. MYERS, FL 33908

SUBJECT: MARMAX INC.
Ref. Number: W99000005683

We have received your document for MARMAX INC. 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. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

PLEASE ADD THE REGISTERED AGENTS NAME TO THE NINTH ARTICLE.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 099A00010995

Articles of Incorporation
of

SAH - MAXIM INC.

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TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, natural persons of legal age, acting as incorporators under the laws of the state of Florida, adopt the following articles of incorporation for such corporation:

- FIRST: The name of the corporation is SAH - MAXIM INC.
- SECOND: The period of is duration is PERPETUAL
- THIRD: The purpose(s) for which the corporation is organized are: RESTAURANT
and ANY OTHER LAWFUL BUSINESS ACTIVITY FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER CHAPTER 607 OF THE FLORIDA STATUTES.
- FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 200 SHARES OF COMMON STOCK HAVING \$1.00 PAR VALUE EACH.
- FIFTH: The corporation will not commence business until at least \$100.00 has been received by it as consideration for the issuance of shares.
- SIXTH: Cumulative voting for shares of stock is not authorized.
- SEVENTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: NONE
- EIGHTH: Provisions for the regulation of the internal affairs of the corporation are: TO BE GOVERNED BY THE BYLAWS WHICH SHALL BE ADOPTED BY A MAJORITY OF DIRECTORS.
- NINTH: The Address of the initial registered office of the corporation is: 16200 SAN CARLOS BLVD #A FT. MYERS FL. 33908
and the name of its initial registered agent at such address is: MARTHA J. MAYES
- TENTH: Address of the principal place of business is:
16200 SAN CARLOS BLVD. FT. MYERS FL. 33908
- ELEVENTH: The number of directors constituting the initial board of directors of the corporation is 3 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name

Address

MARTHA J. MAYES

1711 MAIN ST. G-3 FT. MYERS BCH FL 33931

MAXWELL MAYES

SAME AS ABOVE

MICHAEL D. MAYES

11425 SUMMERWINDS CT. FT. MYERS 33908

The name and address of each incorporator is:

Name

Address

MARTHA J. MAYES

1711 MAIN ST. G-3 FT. MYERS BCH FL 33931

MAXWELL MAYES

SAME AS ABOVE

MICHAEL D. MAYES

11425 SUMMERWINDS CT. FT. MYERS FL 33908

IN WITNESS WHEREOF, the incorporator(s) have hereunto set their hands this
4 day of 25 19 99

Signatures of All Incorporators

Martha J. Mayes

Maxwell Mayes

Michael D. Mayes

STATE OF FLORIDA
COUNTY OF LEE

SWORN TO AND SUBSCRIBED BEFORE ME THIS 7TH DAY OF MAY, 1999 BY MARTHA J. MAYES,
MAXWELL MAYS, MICHAEL D. MAYES, WHO ARE PERSONALLY KNOWN TO ME.

Mary Ann Sommers
NOTARY PUBLIC - MARY ANN SOMMERS



ORIGINAL APPOINTMENT
OF REGISTERED AGENT

The undersigned, being at least a majority of the incorporators of:

SAH-MAXIM, INC
(NAME OF CORPORATION)

HEREBY APPOINTS MARTHA J. MAYES
(NAME OF AGENT)

to be statutory agent upon whom any process, notice or demand required
or permitted by statute to be served upon the corporation may be
served.

The complete address of the agent is : 16200 San Carlos Blvd. #A
(STREET)

FT. MYERS, LEE County,
(CITY OR VILLAGE)

Florida, 33908.
(ZIP CODE)

Date: 4-25-99 MARTHA J. MAYES
(INCORPORATOR)
(INCORPORATOR)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

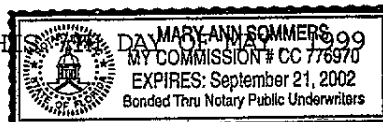
ACCEPTANCE BY THE REGISTERED AGENT

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

Date: 4-25-99 Martha J. Mayes
(REGISTERED AGENT)

STATE OF FLORIDA
COUNTY OF LEE

SWORN TO AND SUBSCRIBED BEFORE ME THIS
WHO IS PERSONALLY KNOWN TO ME.



BY MARTHA J. MAYES,