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FLORIDA PROFIT/NON PROFIT CORPORATION

MORGAN'S RESTAURANT GROUP, INC.

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ARTICLES OF INCORPORATION
OF
MORGAN'S RESTAURANT GROUP, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be MORGAN'S RESTAURANT GROUP, INC. The street address of the initial principal office address of the Corporation shall be 908 Riverside Drive, Suites 410-420, Palmetto, Florida 34221 and the mailing address shall be the same.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be one thousand (1,000) shares of common stock having no par value.

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ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of four (4) Directors, whose names and addresses are as follows:

NAME	ADDRESS
GREGORY M. CAMPBELL	6363 Sturbridge Court Sarasota, Florida 34238
HERBERT GORDON	3860 Mariners Way Cortez, Florida 34215
NEAL CARTER	3694 Glen Oaks Manor Drive Sarasota, Florida 34232
HARRY L. BLENKER	1720 Manatee Avenue West Bradenton, Florida 34205

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 908 Riverside Drive, Suites 410-420, Palmetto, Florida 34221.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be GREGORY M. CAMPBELL.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
GREGORY M. CAMPBELL	908 Riverside Drive Suites 410-420 Palmetto, Florida 34221

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 23RD day of January, 2009.


GREGORY M. CAMPBELL
Incorporator

ACCEPTANCE

I hereby accept to act as initial Registered Agent for MORGAN'S RESTAURANT GROUP, INC., as stated in these Articles of Incorporation.



GREGORY M. CAMPBELL

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