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STATE OF FLORIDA
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Attention: Secretary of State

Reference: Incorporation of MCH Enterprises, Inc.

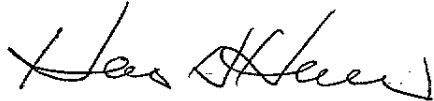
Dear Sir/Madam:

Enclosed for filing please find original and one copy of the Articles of Incorporation for the above referenced company and our check in the sum of \$78.75 for filing fees and certified copy.

Please file the original and return a stamped copy. We have enclosed a self addressed stamped envelope for your convenience.

Thank you for your prompt attention and assistance in this matter.

Sincerely,



Harvey H. Harling

HHH:ad
Enclosures

cc: client

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*****78.75 *****78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1-15035



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 13, 2000

HARVEY H HARLING
7000 W PALMETTO PK ROAD STE 404
BOCA RATON, FL 33433

SUBJECT: MCH ENTERPRISES, INC.
Ref. Number: W00000015035

We have received your document for MCH ENTERPRISES, INC. and your check(s) totaling \$78.75. 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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 700A00033859

ARTICLES OF INCORPORATION
OF
MCH CULINARY ENTERPRISES, INC.

FILED
00 JUL -7 PM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME AND PRINCIPAL OFFICE

The name of this corporation is MCH CULINARY ENTERPRISES, INC. The address of the principal office is 127 Riverside Drive Jupiter, Florida 33469.

ARTICLE 2 - DURATION

This corporation shall exist perpetually commencing on the date these articles are filed with the Department of State.

ARTICLE 3 - PURPOSE

This corporation is organized for the purpose of operating an Italian Restaurant and Pizzeria to the general public, and for transacting any or all lawful business permitted by statute.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having \$1.00 par value per share.

ARTICLE 5 - INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is 7000 West Palmetto Park Road, Suite 404, Boca Raton, Florida 33433 and the name of the initial registered agent

of this corporation at that address is Harvey H. Harling.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

Glen Hays	Director
127 W. Riverside Drive	
Jupiter, FL 33469	

Ethlyn Hays	Director
127 W. Riverside Drive	
Jupiter, FL 33469	

ARTICLE 7 - FIRST BOARD OF DIRECTORS AND OFFICERS

The name and street address of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

Glen Hays	President, Director
127 W. Riverside Drive	
Jupiter, FL 33469	

Ethlyn Hays	Secretary, Treasurer
127 W. Riverside Drive	Director
Jupiter, FL 33469	

ARTICLE 8 - INCORPORATOR

The name and address of the person signing these articles is: Glenn Hays 127 W. Riverside Drive Jupiter, FL 33469

ARTICLE 9 - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite their names:

Glen Hays	510 shares
Ethlyn Hays	490 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. All unissued shares of stock must be granted with the unanimous approval, of the Board of Directors, prior to their issuance, if at all.

ARTICLE 10 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE 11 - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE 12 - INDEMNIFICATION

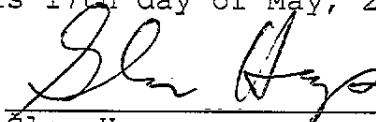
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 13 - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

Any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

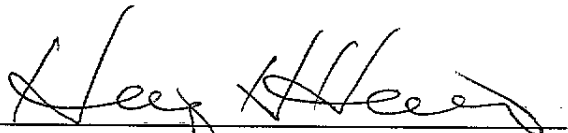
IN WITNESS WHEREOF, the undersigned subscriber, has executed these Articles of Incorporation this 17th day of May, 2000.


Glen Hays

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31 day of ^{May, 2000} ~~February~~ by Glenn Hays, who is personally known to me or who has shown Fl. Drivers license as identification, and who did take an oath.


Name:
Notary Public - State of Florida
Commission No.
My commission expires:



CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT OF
MCH CULINARY ENTERPRISES, INC.

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.

1. The name of the corporation is: **MCH CULINARY ENTERPRISES, INC.**

2. The name and address of the registered agent and office is: **HARVEY H. HARLING, 7000 West Palmetto Park Road, Suite 404, Boca Raton, Florida 33433.**


Glen Hays
Incorporator

Dated: 5/31/00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.



HARVEY H. HARLING

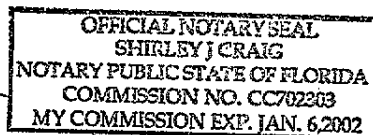
Dated: 5/31/00

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31
day of May, 2000, by Harvey H. Harling, who is personally known
to me and who did take an oath.


Name: SHIRLEY J. CRAIG
Notary Public - State of Florida
Commission No.: CC702303
My commission expires: JAN 6, 2002



FILED
00 JUL - 7 PM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA