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Account Name : KRAMER A. LITVAK, P.A.
Account Number : I20010000047
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FLORIDA PROFIT CORPORATION OR P.A.

Morgan Restaurants, Inc.

Certificate of Status	0
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PAGE 02
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MORGAN RESTAURANTS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is MORGAN RESTAURANTS, INC., and its principal office is located at 4031 Highland Boulevard, Pace, Florida 32571, and its mailing address is the same.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

Kramer A. Litvak
Florida Bar No. 965881
Litvak & Beasley, LLP
220 W. Garden Street, Suite 205
Pensacola, Florida 32501
(850) 432-9818

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ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.10 par value common stock, all of one class and series.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon the sale 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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 4031 Highland Boulevard, Pace, Florida 32571, and the name of this corporation's initial registered agent is WILLIAM E. NUCKOLS.

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is CHERYL L. MORGAN, 8483 Middle Run Drive, Springfield, Virginia 22153.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of June, 2001.



CHERYL L. MORGAN, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 22nd day of June, 2001, by CHERYL L. MORGAN, who personally appeared before me and who is personally known to me or who has produced driver's license as identification.

Kramer Litvak

Notary Public, State of Florida

(AFFIX OFFICIAL SEAL)



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, WILLIAM E. NUCKOLS, am familiar with and hereby accept the appointment as Registered Agent for MORGAN RESTAURANTS, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 25th day of JUNE, 2001.

William E. Nuckols
WILLIAM E. NUCKOLS

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TALLAHASSEE, FLORIDA

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