

PO1000112035

MICHAEL A. GUALARIO  
4823 26th Place SW - Apr. C2  
NAPLES, FL 34116

November 14, 2001

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

000004686900--4  
-11/19/01--01025--030  
\*\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

Enclosed are the articles of incorporation for MG Restaurant Corp. and the required filing fee of \$122.50.

If any further information is needed you may reach me by mail at the above address or by telephone at 941-352-1534.

Thank you very much.

Sincerely,

*Mike Gualario*

Michael A. Gualario

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TALLAHASSEE FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION  
OF

MG Restaurant Corp.

ARTICLE I

The name of this corporation shall be: MG Restaurant Corp.

ARTICLE II

The corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and the United States.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be TEN THOUSAND (10,000) shares with a par value of ONE DOLLAR (\$1.00) and shall be classified as follows:

Series A	Voting	10,000 Shares
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ARTICLE IV

This corporation shall begin business with capital of not less than ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The name and address of the corporation's initial registered agent is:  
Michael A. Gualario, 4823 26th Place SW - Apt. C2, Naples, FL 34116.

ARTICLE VII

The principal place of business of this corporation shall be located at:  
4823 26th Place SW - Apt. C2, Naples, FL 34116, and the corporation may have  
such other places of business within and without the State of Florida, or in  
foreign countries as may be necessary or convenient, and as may be determined  
by the shareholders of this corporation.

ARTICLE VIII

This is a close corporation as contemplated by Florida Statute 607. The  
corporation will have no directors and business shall be conducted by the  
shareholders of this corporation.

ARTICLE IX

The names and mailing addresses of the President, Vice-President,  
Secretary and Treasurer, who shall hold office for the first year of  
existence of the corporation, or until their successors are elected pursuant  
to the corporate by-laws are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Michael A. Gualario	President	4823 26th Place SW - Apt. C2
	Vice-President	Naples, FL 34116
	Secretary	
	Treasurer	

ARTICLE X

The name and address of the subscriber of this Certificate of  
Incorporation is as follows:

Michael A. Gualario, 4823 26th PLace SW - Apt.. C2, Napls, FL 34116

I, the undersigned, being the original subscriber and incorporator of  
the foregoing corporation, do hereby certify that the foregoing constitutes  
the charter of this corporation. Witness my hand and seal this 12th day of  
November, 2001.



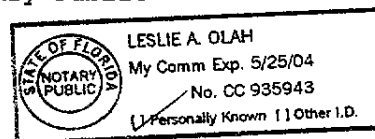
STATE OF FLORIDA

COUNTY OF COLLIER

BEFORE ME, the undersigned notary public, personally appeared Michael  
A. Gualario, to me personally known and who executed and subscribed to  
the foregoing Articles of Incorporation, and he acknowledged before me that  
he executed and subscribed to the same for the purposes therein expressed.

Dated: 11/14/01

  
Notary Public



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Chapter 48-091, Florida Statutes, the following is  
submitted, in compliance with said Act.

FIRST: That MG Restaurant Corp., desiring to organize under  
the laws of the State of Florida with it's principal place of business, as  
indicated in the Articles of Incorporation at Naples, Collier County, State  
of Florida, has named Michael A. Gualario as it's agent to accept  
service or process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated  
corporation, at the place designated in this certificate, I hereby accept to  
act in this capacity, and agree to comply with the provisions of said Act  
relative to keeping open said office.



Michael A. Gualario

11/14/01

Date