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LAW OFFICES

Paul M. Kade

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9300 South Dadeland Boulevard
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Admitted in Florida
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January 14, 2002

Florida Department of State
Division of Corporations
409 East Gainesville Street
Tallahassee, Florida 32399

000004781990--9
-01/17/02--01048--005
*****87.50 *****87.50

Re: Marvel Restaurant Group, Inc.
Our File No.: 1298.2

Dear Sir/Madam:

Enclosed for filing are Articles of Incorporation for Marvel Restaurant Group, Inc. Also enclosed is a check in the amount of \$87.50 to pay for filing of the Articles of Incorporation, a certified copy the Articles of Incorporation, and a Certificate of Status for Marvel Restaurant Group, Inc.

We would appreciate your forwarding the certified copies of the Articles of Incorporation and the Certificate of Status to our office in the enclosed pre-addressed stamped envelope.

Thank you for your cooperation in this matter.

Very truly yours,

PAUL M. KADE

PMK/dgw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 17 PM 1:21

1-24-02
20-16-1

**ARTICLES OF INCORPORATION
OF**

MARVEL RESTAURANT GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 17 PM 1:21

ARTICLE I - NAME

The name of this Corporation is **MARVEL RESTAURANT GROUP, INC.**

ARTICLE II - PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be: 19801 East Country Club Drive, Suite 508, Aventura, Florida 33180.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. All shares of stock issued by the Corporation shall be paid in lawful money of the United States of America or in property, the just value of which shall be fixed by the Board of Directors in the manner provided for by the laws of the State of Florida.

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The initial registered office of this Corporation shall be Dadeland Towers North, Suite 408, 9300 South Dadeland Blvd., Miami, Florida 33156-2719, and the initial registered agent of this

Corporation at such office shall be Paul M. Kade, Esq., who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than five (5). The names and addresses of the directors constituting the initial Board of Directors is:

**Raymond C. Marvel
19801 E. Country Club Drive, Suite 508
Aventura, Florida 33180**

ARTICLE XII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

**Raymond C. Marvel
19801 E. Country Club Drive, Suite 508
Aventura, Florida 33180**

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence existence as of the date of subscription and acknowledgment of these Articles of Incorporation.

DATED this 12 day of January, 2002.


Raymond C. Marvel, Incorporator

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

ss:

The foregoing Articles of Incorporation of **MARVEL RESTAURANT GROUP, INC.**, were acknowledged before me this 12 day of January, 2002, by Raymond C. Marvel, as Incorporator.

My Commission Expires:

7/1/2002



Ann Cooper
Commission # CC 745383
Expires July 1, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Ann Cooper
NOTARY PUBLIC
State of Florida at Large

Personally Known: _____ or

Produced Following Identification:

Drivers License

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **MARVEL RESTAURANT GROUP, INC.**, at the place designated in the Articles of Incorporation, I, PAUL M. KADE, agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

DATED this 14 day of January, 2002.

Paul M. Kade
Paul M. Kade, Registered Agent