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February 7, 2002

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

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

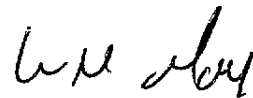
Re: McNally's Neighborhood Grill, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation together with the Certificate of Registered Agent for the referenced corporation with a check in the amount of \$78.75 to cover the cost of filing.

Should you have any questions, or if anything additional is required, please do not hesitate to contact me.

Sincerely,



William E. Gottfried

WEG/ad

Enclosures



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02 FEB 15 PM 3:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

MCNALLY'S NEIGHBORHOOD GRILL, INC.

The undersigned hereby associate themselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

MCNALLY'S NEIGHBORHOOD GRILL, INC.

ARTICLE II

The duration of this corporation is to be perpetual.

ARTICLE III

Purposes

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Capital Stock

The total authorized stock of this corporation shall be divided into 100 shares of common stock with a par value of \$1.00 per share. The consideration to be paid for each share shall be in money, property or services.

ARTICLE V

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Registered Agent and Address

The registered agent for this corporation and the registered address of this corporation are as follows:

CHRIS MCNALLY
6626 3rd Avenue North
St. Petersburg, Florida 33710

ARTICLE VI

Directors and Principal Office

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name of the initial Board of Directors is CHRIS MCNALLY.

The principal office is located at:

6626 3rd Avenue North
St. Petersburg, Florida 33710

ARTICLE VII ***Preemptive Rights***

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

ARTICLE VIII

Incorporators

The name and address of the incorporator signing these Articles of Incorporation is: CHRIS MCNALLY, 6626 3rd Avenue North, St. Petersburg, Florida 33710.

ARTICLE IX

Indemnification

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

ARTICLE X

Bylaws

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

ARTICLE XI

Amendments

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by the majority of the stockholders entitled to vote thereat.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal for and on behalf of the corporation and executed these Articles of Incorporation this 12th day of February 2002.

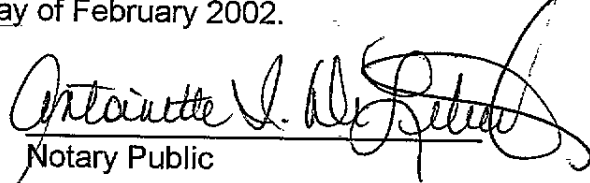

CHRIS MCNALLY (Seal)

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 12th day of February 2002.


Notary Public



Antoinette I. DiLiberti
Commission # CG 906267
Expires Feb. 26, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE OF RESIDENT AGENT

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act: MCNALLY'S NEIGHBORHOOD GRILL, INC., desiring to organize under the law of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the County of Pinellas, State of Florida has named CHRIS MCNALLY, 6626 3rd Avenue North, St. Petersburg, County of Pinellas, State of Florida as its agent to accept service of process within this state. Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.


CHRIS MC NALLY
Resident Agent

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02 FEB 15 PM 3:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA