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NO. 103 P. 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

MONTERREY GRILL RESTAURANT GROUP, INC

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF****MONTERREY GRILL RESTAURANT GROUP, INC.**

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **MONTERREY GRILL RESTAURANT GROUP, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address for the corporation is at 2300 N. Atlantic Avenue, Suite 801, Daytona Beach, Florida 32118.

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue and have outstanding One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the state of Florida is Greenspoon Marder, P.A., 201 East Pine Street, Suite 500, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is N. Dwayne Gray, Jr.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may either increase or decrease from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Jill A. Smith	D P	2300 N. Atlantic Avenue, Ste. 801 Daytona Beach, FL 32118
William S. Smith	D V P S T	2300 N. Atlantic Avenue, Ste. 801 Daytona Beach, FL 32118

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
N. Dwayne Gray, Jr.	201 East Pine Street, Suite 500 Orlando, Florida 32801

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act, from time to time.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of October, 2007


N. Dwayne Gray, Jr.

("Incorporator")

STATE OF FLORIDA)

) S.S.:

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 30th day of October, 2007, by N. Dwayne Gray, Jr., who is personally known to me.

(Notary Stamp)




NOTARY PUBLIC

Printed Name:

My Commission expires



State of Florida
Jacqueline Lachance
Commission DD444309
Expires 09/25/2009

ACCEPTANCE BY REGISTERED AGENT

The undersigned, N. Dwayne Gray, Jr., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Business Corporation Act.


N. Dwayne Gray, Jr.

("Registered Agent")

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