

GREEN LAW FIRM

EST. 1972

H. GUY GREEN
ATTORNEY

4387 CLINTON STREET
MARIANNA, FLORIDA 32448

997000060820

JULY 8, 1997

Secretary of State
Division of Corporation
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

RE: Magnolia Grill, Inc.

Dear Sirs:

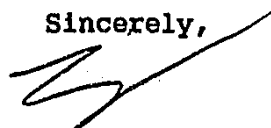
Enclosed herewith are an original and a copy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee:	\$35.00
Certified Copy:	\$52.50
Registered Agent Fee:	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your cooperation.

Sincerely,


H. Guy Green

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enclosure

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DIVISION OF CORPORATIONS
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6/14/97

CERTIFICATE OF INCORPORATION
OF
MAGNOLIA GRILL, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Section I

The name of this corporation shall be Magnolia Grill, Inc.

Section II

The purpose of the business is to provide restaurant services and to engage in activity or business permitted under the laws of the United States and the State of Florida. Further, to enter into any arrangement with any governmental authorities, local, state or national, or any person, firm or corporation that may seem conducive to the corporation's object, or any of them, and to obtain from such governmental authorities, persons, firms or corporations such rights, privileges, franchises or concession which the corporation may deem desirable to obtain, and which may seem conducive to the objects of the corporation; generally, to undertake and transact any business of capitalists, financial agents, manufacturers' representatives, trustees or promoters, which may seem conducive to any of the objects of the corporation; and to exercise any and all of the powers of corporations as authorized by Section 607, Florida Statutes.

Section III

Common Stock - That the maximum number of share of common capital stock, non-cumulative, which the corporation is authorized to have outstanding at any one time is two hundred shares of Zero Dollar (\$0.00) par value with the right to increase the number of outstanding shares as provided by the Laws of Florida.

Section IV

The amount of capital which the corporation shall begin business is \$500.00.

Section V

The corporation shall have perpetual existence.

Section VI

The principal office of the corporation shall be 4045 Lafayette Street, Marianna, Florida, 32446.

Section VII

The Board of Directors shall be composed of four (4) members.

Section VIII

The name and respective post office addresses of the first Board of Directors who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified, is as follows:

Name	Post Office Address
Michael A. Cotignola Social Security No.: 127-44-6453	Post Office Box 208 Cypress, Florida 32432
Michael Cotignola Social Security No.: 113-56-1238	Post Office Box 208 Cypress, Florida 32432
Gina M. Cotignola Social Security No.: 112-56-9881	Post Office Box 208 Cypress, Florida 32432
Elba Cotignola Social Security No.: 105-44-6473	Post Office Box 208 Cypress, Florida 32432

Section IX

The name and respective post office addresses of the first officers of the corporation who shall hold office for the first year of the existence of said corporation or until their successors are elected or appointed and have qualified, are as follows:

Name	Post Office Address
President:	
Michael A. Cotignola	Post Office Box 208
Social Security No.: 127-44-6453	Cypress, Florida 32432
Vice-President:	
Michael Cotignola	Post Office Box 208
Social Security No.: 113-56-1238	Cypress, Florida 32432
Secretary:	
Gina M. Cotignola	Post Office Box 208
Social Security No.: 112-56-9881	Cypress, Florida 32432
Treasurer:	
Elba Cotignola	Post Office Box 208
Social Security No.: 105-44-6473	Cypress, Florida 32432

Section X

The name and respective post office addresses of each of the subscribers to the Certificate of Incorporation and number of shares on non-cumulative capital stock which each agrees to take are as follows:

Name	Post Office Address	No. of Shares
Michael A. Cotignola	Post Office Box 208	25
Soc.Sec.#: 127-44-6453	Cypress, Florida 32432	
Michael Cotignola	Post Office Box 208	25
Soc.Sec.#: 113-56-1238	Cypress, Florida 32432	
Gina M. Cotignola	Post Office Box 208	25
Soc.Sec.#: 112-56-9881	Cypress, Florida 32432	
Elba Cotignola	Post Office Box 208	25
Soc.Sec.#: 105-44-6473	Cypress, Florida 32432	

Section XI

In addition to the inherent powers and privileges granted to and conferred upon corporations by the Laws of the State of Florida, this corporation shall have the following powers:

1. To acquire, purchase, own, sell or otherwise dispose of stocks, bonds, mortgages, securities, notes and commercial paper of

governments, firms, corporation and individuals.

2. To borrow money and contract debts upon such terms as it desired; to execute such mortgages or other instruments encumbering its property to secure the payment of its obligations as may be desired.

3. To own, hold, purchase, lease or otherwise acquire real estate or any interest therein and to sell or otherwise dispose of the same.

4. To appoint such officers and agents as the affairs of the corporation may be required.

5. To do anything necessary and proper for the accomplishment of the objects of the corporation or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful activity necessary to or incidental to the attainment of the objects of the corporation.

I, the undersigned, for the purpose of forming a corporation under Florida Statutes, do make and file this Certificate of Incorporation, declaring and certifying that the facts stated therein are true, and we agree to take the number of shares of capital stock set forth opposite our names in Section X of the Certificate of Incorporation.

Michael A. Cotignola
MICHAEL A. COTIGNOLA
Gina Cotignola
GINA COTIGNOLA

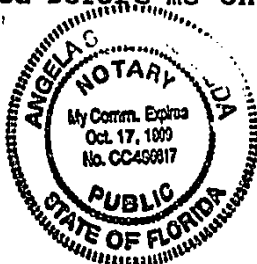
Michael Cotignola
MICHAEL COTIGNOLA
Elba Cotignola
ELBA COTIGNOLA

STATE OF FLORIDA
COUNTY OF JACKSON:

Before me, the undersigned authority, personally appeared MICHAEL C. COTIGNOLA, a person well known to me to be MICHAEL A.

COTIGNOLA, who, by me first being duly sworn, depose, and say that he is 18 years of age or more, sui juris, and otherwise competent to swear oaths and execute acknowledgements, and further that he has carefully read the foregoing Articles of Incorporation and that each and every allegation contained therein is true, correct, and accurate. Further Affiant sayeth not.

Sworn to and subscribed before me on this 9 day of June, 1997.



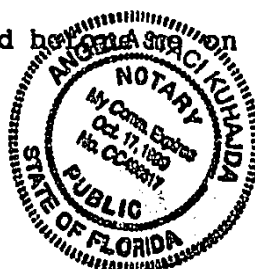
Angela S. Staci Kujala
NOTARY PUBLIC

My Commission Expires:

STATE OF FLORIDA
COUNTY OF JACKSON:

Before me, the undersigned authority, personally appeared MICHAEL COTIGNOLA, a person well known to me to be MICHAEL COTIGNOLA, who, by me first being duly sworn, depose, and say that he is 18 years of age or more, sui juris, and otherwise competent to swear oaths and execute acknowledgements, and further that he has carefully read the foregoing Articles of Incorporation and that each and every allegation contained therein is true, correct, and accurate. Further Affiant sayeth not.

Sworn to and subscribed before me on this 9th day of June, 1997.



Angela S. Staci Kujala
NOTARY PUBLIC

My Commission Expires:

STATE OF NEW YORK
COUNTY OF Queens:

Before me, the undersigned authority, personally appeared GINA M. COTIGNOLA, a person well known to me to be GINA M. COTIGNOLA, who, by me first being duly sworn, depose, and say that she is 18 years of age or more, sui juris, and otherwise competent to swear oaths and execute acknowledgements, and further that she has carefully read the foregoing Articles of Incorporation and that each and every allegation contained therein is true, correct, and accurate. Further Affiant sayeth not.

Sworn to and subscribed before me on this 13th day of June, 1997.

Erwin Petschauer
NOTARY PUBLIC

My Commission Expires:

ERWIN PETSCHAUER
Notary Public, State of New York
No. 41-4928237
Qualified in Queens County 98
Commission Expires July 13, 1998

STATE OF NEW YORK
COUNTY OF Queens :

Before me, the undersigned authority, personally appeared ELBA COTIGNOLA, a person well known to me to be ELBA COTIGNOLA, who, by me first being duly sworn, depose, and say that she is 18 years of age or more, sui juris, and otherwise competent to swear oaths and execute acknowledgements, and further that she has carefully read the foregoing Articles of Incorporation and that each and every allegation contained therein is true, correct, and accurate. Further Affiant sayeth not.

Sworn to and subscribed before me on this 13th day of June, 1997.



NOTARY PUBLIC

My Commission Expires:

ERWIN PETSCHAUER
Notary Public, State of New York
No. 41-4998937
Qualified in Queens County 98
Commission Expires July 13, 1998

CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

In pursuance to Section 48.091 and Section 607.034 (3), Florida Statutes, the following is submitted in compliance with said sections;

Magnolia Grill, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Marianna, County of Jackson, State of Florida, has named H. Guy Green, as its Resident Agent to accept services of process within this State, who is located at the following address: 4387 Clinton Street, Marianna, Florida 32446.

Having been named as the registered agent for the above corporation for the purposes of accepting service of process at the registered office designed in this certificate, I hereby accept such appointment and agree to act in such capacity. I hereby am familiar with and accept the duties and responsibilities as registered agent of such office as provided for in Florida Statutes 607.0505. I agree to comply with the provisions of said Section relative to keeping open the registered office.



H. GUY GREEN
Resident Agent

STATE OF FLORIDA
COUNTY OF JACKSON:

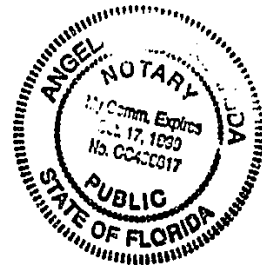
Before me, the undersigned authority, personally appeared H. GUY GREEN, a person well known to me to be H. GUY GREEN, who, by me

first being duly sworn, depose, and say that they are 18 years of age or more, sui juris, and otherwise competent to swear oaths and execute acknowledgements, and further that he has carefully read the foregoing and that each and every allegation contained therein is true, correct, and accurate. Further Affiant sayeth not.

Sworn to and subscribed before me on this 8th day of July, 1997.

Angel Marie Kujala
NOTARY PUBLIC

My Commission Expires:



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