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LAW OFFICES
STAN L. RISKIN, P.A.

499 N.W. 70th AVENUE, SUITE 106
P.O. Box 17914
PLANTATION, FLORIDA 33317

Telephone: 954-587-4668
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STAN L. RISKIN, ESQ.
ATTORNEY AT LAW

SUSAN BORGE, CLA
CERTIFIED LEGAL ASSISTANT

November 24, 1999

FEDERAL EXPRESS

EFFECTIVE DATE
11-24-99

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: GUIDO MURPHY'S, INC.

3000003055843--8
-11/29/99-01141-017
*****78.75 *****78.75

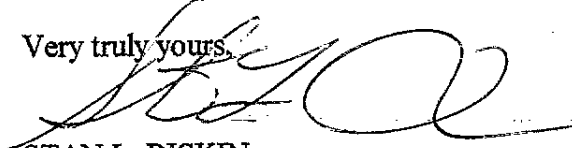
Gentlemen:

Enclosed please find original and two copies of Articles of Incorporation for the above named Florida corporation. Also enclosed is this office's check number 17546 in the amount of \$78.75 which includes the filing fee of \$70.00 and \$8.75 for a certified copy of the Articles.

I am also enclosing a self-addressed, Federal Express envelope for your return of the certified copy of the Articles.

Thank you for your assistance.

Very truly yours,


STAN L. RISKIN
SLR/sb
encl.

FILED
99 NOV 29 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 7 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 2, 1999

STAN L. RISKIN, P.A.
499 N.W. AVE., STE. 106
PLLANTATION, FL 33317

SUBJECT: GUIDO MURPHY'S, INC.
Ref. Number: W99000027494

We have received your document for GUIDO MURPHY'S, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 799A00056916

ARTICLES OF INCORPORATION
OF
GUIDO MURPHY'S, INC.

EFFECTIVE DATE
11-24-99

ARTICLE I
Corporate Name

The name of this Corporation is:

GUIDO MURPHY'S, INC.

ARTICLE II
Principal Office

The principal place of business and mailing address of this Corporation shall be:

655 Summer Street, Boston, MA 02210

ARTICLE III
Capital Stock

This Corporation is authorized to issue a maximum of FIVE HUNDRED (500) Shares of Stock. The Shares of Stock authorized shall be common stock having a par value of ONE AND 00/100 (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
Initial Registered Agent and Initial Registered Office

The Corporation's initial registered agent and registered office in the State of Florida shall be STAN L. RISKIN, 499 NW 70th Avenue, Suite 106, Plantation, FL 33317

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLE V
Incorporator

The name and post office address of each Incorporator executed these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Stan L. Riskin	499 NW 70th Avenue, Plantation, FL 33317

ARTICLE VI
Amendments

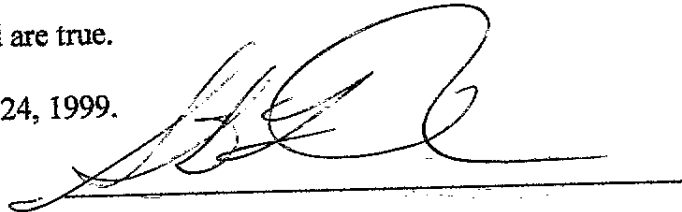
This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE VII
Commencement Date

Corporate existence will commence on November 24, 1999.

The undersigned Incorporator for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

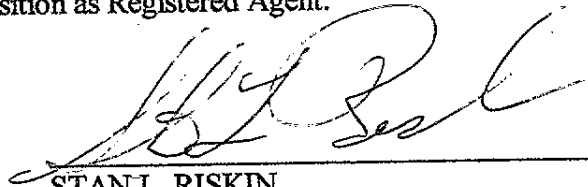
Dated and Signed on November 24, 1999.



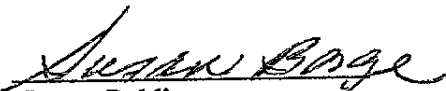
STAN L. RISKIN

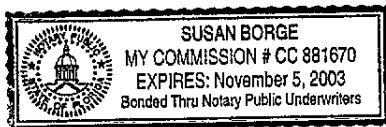
ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for GUIDO MURPHY'S, INC. at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


STAN L. RISKIN
Registered Agent

Sworn to and subscribed before me
This 24th day of November 1999.


Notary Public



FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA