

FRANCHISE DISCLOSURE DOCUMENT

M-D Franchise System, Inc.
A Florida Corporation
1876 Beach Avenue,
Atlantic Beach, FL 32233
Phone: (904) 716-7156



The franchisee will own and operate a Metro Diner restaurant serving breakfast and lunch only. The restaurant will be located in both urban and suburban locations, from storefronts to freestanding buildings.

The total investment necessary to begin operation of a Metro Diner franchised restaurant is \$422,500 to \$548,500. This includes \$25,000 that must be paid to the franchisor or affiliate.

This disclosure document summarizes certain provisions of your franchise agreement and other information in plain English. Read this disclosure document and all accompanying agreements carefully. You must receive this disclosure document at least 14 calendar-days before you sign a binding agreement with, or make any payment to, the franchisor or an affiliate in connection with the proposed franchise sale. **Note, however, that no governmental agency has verified the information contained in this document.**

You may wish to receive your disclosure document in another format that is more convenient for you. To discuss the availability of disclosures in different formats, contact James R. Cataland at 1876 Beach Avenue, Atlantic Beach, FL 32233 and 904-716-7156.

The terms of your contract will govern your franchise relationship. Don't rely on the disclosure alone to understand your contract. Read the entire contract carefully. Show your contract and this disclosure document to an advisor, like a lawyer or an accountant.

Buying a franchise is a complex investment. The information in this disclosure document can help you make up your mind. More information on franchising, such as "A Consumer's Guide to Buying a Franchise," which can help you understand how to use this disclosure document, is available from the Federal Trade Commission. You can contact the FTC at 1-877-FTC-HELP or by writing to the FTC at 600 Pennsylvania Avenue, NW, Washington, D.C. 20580. You can also visit the FTC's home page at www.ftc.gov for additional information. Call your state agency or visit your public library for other sources of information on franchising.

There may also be laws on franchising in your state. Ask your state agencies about them.

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Item 1

The Franchisor and any Parents, Predecessors, and Affiliates

To simplify the language in this disclosure document the franchisor is referred to as “M-D” “we,” “us” or “our” and the person who is considering the franchise is referred to as “you,” or “your.” If you are a legal entity, certain noted provisions of the Franchise Agreement and attachments apply to your shareholders, officers, directors, members and partners.

Franchisor

The franchisor is M-D Franchise System, Inc., a Florida Corporation, organized and created for the development of the Metro Diner franchise system. Our principal business address is 1876 Beach Avenue, Atlantic Beach, FL 32233. M-D’s agent for service of process is James R. Cataland and his principal business address is 1876 Beach Avenue, Atlantic Beach, FL 32233.

Davolis’ Food Company, a Florida corporation, currently operates a Metro Diner restaurant at 3302 Hendricks Avenue, Jacksonville, Florida 32207. Davolis’ Food Company is the owner of all trademarks, copyrights, recipes, and other proprietary information necessary to operate a Metro Diner Restaurant. Davolis’ Food Company has entered into a license agreement with M-D allowing M-D to use and authorize others to use all such trademarks, copyrights, recipes, and proprietary information to operate a Metro Diner restaurant.

Our Business

We offer franchises for the right to own and operate a Metro Diner restaurant. We have no other business activities.

Our Experience

We began offering Metro Diner restaurant franchises in November 2009. We have not operated restaurants of the type being franchised. However, our licensor, Davolis’ Food Company, has operated since November 2000, a Metro Diner restaurant that is similar to the franchised restaurant being offered. This Metro Diner is located in the San Marco area of Jacksonville, Florida. The restaurant occupies a free standing building of approximately 2,000 square feet with seating for 88 patrons. On April 11, 2011, the Davolis’ Food Company has opened a second Metro Diner restaurant on State Route 13 in the Mandarin area of Jacksonville, Florida in a free standing building of approximately 2,300 square feet.

The Franchise

A Metro Diner restaurant offers an array of breakfast and lunch entrees including omelets, breakfast pies, breakfast and lunch sandwiches, pancakes, waffles, pot pies, salads, assorted side dishes and beverages.

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