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BGR CORP  
Form 8-K  
April 13, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K  
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 13, 2004

BGR Corporation  
(Exact name of Registrant as specified in charter)

|   |  |  |
|---|--|--|
| Nevada<br>(State of Other Jurisdiction<br>of Incorporation) | 333-72392<br>(Commission<br>File Number) | 98-0353403<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|  |                     |
|--|---------------------|
| 7263 E. San Alfredo<br>Scottsdale, Arizona<br>(Address of Principal Executive Offices) | 85258<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (480) 596-4014

Cortex Systems, Inc.  
777 Royal Oak Drive, Suite 310  
Victoria, British Columbia  
Canada V8X 5K2  
(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

SHAREHOLDERS AGREEMENT

On or about April 12, 2004, BGR Corporation (the "BGR" or the "Company"), entered into an Shareholders Agreement with Alexis Group, LLC ("ALEXIS"), which is the owner and operator of Pauli's HOME OF THE STEAKBURGER. Pauli's principal feature of the restaurant is their special blend of top sirloin SteakBurgers, sized to their specifications, and delivered fresh, never frozen.

The Pauli's concept was brought to BGR Corporation by American Restaurant Development Corporation ("ARDC"). As per the Shareholder Agreement, BGR Corporation will establish a new company that is controlled by both BRG and ALEXIS, as well as provide the monies needed to start the immediate sale of franchises through ARDC. ALEXIS will provide exclusive rights of the "Pauli's" name, trade marks, trade dress, operating system and recipes to the newly formed company.

ITEM 7. EXHIBITS

Exhibit 10. Shareholders Agreement

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

| Signature<br>-----                              | Title<br>----- | Date<br>-----  |
|---|----------------|----------------|
| /s/ Bradford Miller<br>-----<br>Bradford Miller | President      | April 13, 2004 |