P96000001383

CORPORATE ACCESS, INC.
1116-D THOMASVILLE RD
Requestor's Name
TALLAHASSEE, FL 32303
(904) 222-2666

Address

City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. AGV Restaurant Corporation
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

900001580459
-01/05/96--01089--002
****122.50 ****122.50

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☑ Walk in ☑ Pick up time 1/5/96 [illegible] ☑ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

RECEIVED
96 JAN -5 PM 12:10
DIVISION OF CORPORATION

FILED
96 JAN -5 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| | NEW FILINGS |
|---|---|
| ✓ | Profit |
| | NonProfit |
| | Limited Liability |
| | Domestication |
| | Other |

| | AMENDMENTS |
|---|---|
| | Amendment |
| | Resignation of R.A., Officer/ Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| | OTHER FILINGS |
|---|---|
| | Annual Report |
| | Fictitious Name |
| | Name Reservation |

| | REGISTRATION/ QUALIFICATION |
|---|---|
| | Foreign |
| | Limited Partnership |
| | Reinstatement |
| | Trademark |
| | Other |

9c 1-5-96

| Examiner's Initials | |
|---|---|

CR2E031(1/95)

# ARTICLES OF INCORPORATION

# OF

# AGV RESTAURANT CORPORATION

## ARTICLE I - NAME

The name of this Corporation is: AGV RESTAURANT CORPORATION

## ARTICLE II - PURPOSE

This corporation is formed for the purposes of operating and transacting any and all lawful business.

## ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of $1.00 par value stock common stock, which shall be designated "Common Shares".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

## ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 835 Pinewood Terrace West, Palm Harbor, FL 34683 and the name of the initial registered agent of this Corporation is Stephen A. Ferra, Esq., whose address is 1421-F Court Street, Clearwater, FL 34616.

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) Director. The number of Directors may be either increased or diminished from time-to-time by the Bylaws but shall never be less than one. The name and address of the initial Director of this Corporation is:

DIMITRI ATHANASOPOULOS

## ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

DIMITRI ATHANASOPOULOS
835 Pinewood Terrace West
Palm Harbor, Fl. 34683

## ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

## ARTICLE IX - CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by the President, Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

## ARTICLE X - REMOVAL OF DIRECTOR

The Shareholders of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

## ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - AMENDMENT

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 Shareholders is subject to this reservation.

ARTICLE XIV - MISCELLANEOUS PROVISIONS

It is the intention of the Incorporator of this Corporation that the first Board of Directors adopt a Plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation" which qualifies under the Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of January, 1996

Incorporator

STATE OF FLORIDA )
COUNTY OF PINELLAS )

Before me, the undersigned authority, personally appeared, DIMITRI ATHANASOPOULOS, personally known to me or produced the following identification: NYDL, as the person who executed the foregoing Articles of Incorporation, he acknowledged before me that he executed these Articles of Incorporation, and he did not take an oath.

DENISE M. MILLER
MY COMMISSION # CC 247254
EXPIRES: December 17, 1996
Bonded Thru Notary Public Underwriters

Denise M. Miller
Notary Public
Commission #: CC247254
My commission expires: 12/17/96

## ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for AGV RESTAURANT CORPORATION at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Resident Agent

FILED
96 JAN -5 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA