

**P9500020749**

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RONALD M. BARRON  
(1945-1994)

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**EFFECTIVE DATE**

600001417046  
-02/28/95--01063--005  
\*\*\*122.50 \*\*\*122.50

Re: **TINO PARETO CORPORATION**, filing of articles of incorporation of  
Florida corporation for profit.

**EFFECTIVE DATE**

Dear Sir/Madam:

**MAR 10 1995**

Enclosed for filing please find duplicate originals of the Articles of Incorporation of the above named corporation together with their respective certificates designating the registered agent and registered office of said corporation in Florida. Please to the undersigned at your earliest opportunity.

Also enclosed is a check payable to the Department of State in the amount of \$122.50 to cover the following fees:

Filing Fee	\$ 35.00
Certified copy	52.50
Registered agent designation	35.00
Total	<u>\$ 122.50</u>

Do not hesitate to call me, if in doubt.

Sincerely yours,

  
Agustin de Goytisolo

Enc. (3)

cc. Mr. & Mrs. Agostino Pareto  
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2-27  
W95-4592

\$ 1342.50

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1986

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FEB 14 1995



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 1, 1995

AGUSTIN DE GOYTISOLO, ESQ.  
2699 S. BAYSHORE DR.  
7TH FLOOR  
MIAMI, FL 33133-5494

SUBJECT: TINO PARETO CORPORATION  
Ref. Number: W95000004592

We have received your document for TINO PARETO CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

In reviewing our records, we note there is a(n) TINO PARETO, INC., Document number H76683, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1986 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$1342.50, therefore, there is a balance of \$1220.00 due. Add an additional \$8.75 for each certificate of status requested.

Please return 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 (904) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 095A00009219

# EFFECTIVE DATE

MAR 10 1995

## ARTICLES OF INCORPORATION

OF

**TINO'S RESTAURANTS, INC.**

FILED  
CLERK OF STATE  
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The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act"):

### ARTICLE I - NAME

The name of the corporation is **TINO'S RESTAURANTS, INC.**

### ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business or mailing address of the Corporation shall be located at 1121 Crandon Boulevard, Ste. D-302, Key Biscayne FL 33149.

### ARTICLE III - TERM OF EXISTENCE

The Corporation shall commence its corporate existence upon the execution of these Articles, and shall have perpetual existence thereafter, unless sooner dissolved.

### ARTICLE IV - AUTHORIZED SHARES

The Corporation is authorized to issue five hundred thousand (500,000) shares of common stock having a par value of One United States Dollars (\$1.00), each entitled to one (1) vote per share.

### ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the

business and affairs of the Corporation shall be managed under the direction of its board of directors. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys", who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial director, who shall hold office until his successor has been elected and qualified is:

Name of Director(s):

Director(s)' Address(es):

AGOSTINO ("TINO") PARETO

1121 Crandon Boulevard, Ste.D-302,  
Key Biscayne FL 33149, and

LUZ MARIA TONDER-PARETO

1121 Crandon Boulevard, Ste.D-302,  
Key Biscayne FL 33149.

**ARTICLE VI - INDEMNIFICATION**

The Corporation shall have the power to indemnify and insure, at the discretion

of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors officers or other persons exercising their powers and duties (the "persons"), including when such persons are, or were, serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

#### **ARTICLE VII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

#### **ARTICLE VIII - INCORPORATOR**

The subscribers to these Articles are AGOSTINO ("TINO") PARETO and LUZ MARIA TONDER-PARETO, the address of whom is 1121 Crandon Boulevard, Ste.D-302, Key Biscayne FL 33149.

#### **ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1121 Crandon Boulevard, Ste.D-302, Key Biscayne FL 33149 and the name of the initial registered agent of the Corporation is CORPCO, INC., a Florida corporation with

principal office at 2699 Soth Bayshore Drive, Ste. 700, Miami FL 33133-5494, that by these presents accepts its designation as the registered agent of the Corporation.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Articles of Incorporation in the City of Miami, State of Florida, on March/e, 1995.

  
\_\_\_\_\_  
AGUSTIN DE GOYTISOLO (SEAL)  
Incorporator

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is **TINO'S RESTAURANTS, INC.**

SECOND: The address of the Corporation is 1121 Crandon Boulevard, Ste.D-302, Key Biscayne FL 33149.

Corporate Officer Signature:  
Title of Officer:

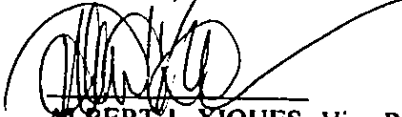
  
**AGUSTIN DE GOYTISOLO, Secretary**

Date of Execution: March 10, 1995

**ACCEPTANCE:**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, WHICH IS NOT AN ATTORNEY, ACCOUNTANT OR FAMILY RELATION WITH THE CORPORATION, HEREBY AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES AS SUCH, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

**CORPCO, INC.**

  
**ALBERT J. XIQUES, Vice President**

Date of Execution: March 10, 1995

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rev. March 10, 1995

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