

P95000071363
TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001564871
-08/21/95--01039--005
*****78.75 *****78.75

SUBJECT: AGM RESTAURANT CORP.

Enclosed is an original and 1 copy of the Articles of Incorporation and a check for:

---	\$70.00	X	\$78.75	---	\$122.50	---	\$131.25
Filing fee		Filing fee & Certificate		Filing fee & Certified copy		Filing fee, Certified copy & Certificate	

FROM: Attilio Gino Margarino
1671 Collins Ave.
Miami Beach, FL 33139
(305) 538-7211

W95-16811

789, 2284, 472

1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12

FILED
95 SEP 15 PM 12:15
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

August 21, 1995

ATTILIO GINO MARGARINO
1671 COLLINS AVENUE
MIAMI BEACH, FL 33139

SUBJECT: AGM RESTAURANT CORP.
Ref. Number: W95000016811

We have received your document for AGM RESTAURANT CORP. and your check(s) totaling \$78.75. 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) A.G.M. RESTAURANTS CORPORATION, Document number M29423, 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 11/04/1988 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$1220.00, therefore, there is a balance of \$1141.25 due. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 995A00039065

Attilio Gino Margarino
1671 Collins Ave.
Miami Beach, FL 33139

September 7, 1995

Brenda Baker
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Baker,

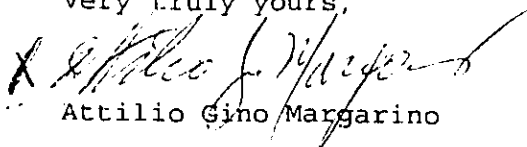
In response to your letter of August 21, 1995 (a copy of which is attached), I do not wish to reinstate A.G.M. RESTAURANTS CORPORATION, Document number M29423.

This corporation has never been and never will be operational. The intent was to dissolve it many years ago, since as you know, "Corporation Annual Reports" have never been filed.

Therefore, the \$78.75 fee which was submitted to establish the new corporation, AGM RESTAURANT CORP, (which you have applied to the reestablishment fee of A.G.M. RESTAURANTS CORPORATION) should be applied to the Articles of Incorporation of **ATTILIO CORPORATION**. These articles and a copy thereof are attached and hereby submitted for your approval.

Thank you for your attention in this matter.

Very truly yours,


Attilio Gino Margarino

ARTICLES OF INCORPORATION
OF
ATTILIO CORPORATION

The UNDERSIGNED Subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the laws of Florida: and further do agree to the following conditions of said corporation.

ARTICLE I: NAME

The name of the corporation is:

ATTILIO CORPORATION

ARTICLE II: TERM OF EXISTENCE

The corporation shall have perpetual existence unless sooner terminated pursuant to the Statutes of the State of Florida, or by By-Laws of this corporation.

ARTICLE III: NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida and is organized for the following purposes:

A. To own and operate restaurants for the purpose of serving food and beverages to the public and during hotel conventions.

B. To manufacture, purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise or other personal property of every class and description whatsoever.

C. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

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ARTICLES OF INCORPORATION
OF
ATTILIO CORPORATION

D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

E. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

G. To do any and all things and everything necessary and proper for the accomplishments enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary and incidental to the attainment of the objects set forth herein, it being understood that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to be exclusive but all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE IV: CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue to holders is One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLES OF INCORPORATION
OF
ATTILIO CORPORATION

ARTICLE V: PRE-EMPTIVE 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 or she already holds, shall have the right to purchase his or her pro rata share thereof, as nearly as may be done without issuance of fractional shares, the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE & AGENT
AND PRINCIPLE OFFICE

The street address of the initial registered office of this corporation is:

1671 COLLINS AVE.
MIAMI BEACH, FL 33139

and the name of the initial registered agent at that address is:

ATTILIO GINO MARGARINO

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII: INITIAL DIRECTORS

This corporation shall not have less than two (2) Directors initially. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws thereof, but at no time shall there be a number of less than one (1). The names and addresses of the initial Directors of this corporation are:

Attilio Gino Margarino
1671 Collins Ave.
Miami Beach, FL 33139

Concetta Margarino
1671 Collins Ave.
Miami Beach, FL 33139

ARTICLES OF INCORPORATION
OF
ATTILIO CORPORATION

ARTICLE VIII: SUBSCRIBERS

The names and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid therefore is as follows:

<u>NAME & ADDRESS</u>	<u># OF SHARES</u>	<u>\$AMOUNT</u>
ATTILIO GINO MARGARINO 1671 COLLINS AVE. MIAMI BEACH, FL 33139	1,000	\$1,000

ARTICLE IX: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of stockholders.

ARTICLES OF INCORPORATION
OF
ATTILIO CORPORATION

The undersigned incorporator has executed these Articles of Incorporation this 7th day of September, 1995.

X *Attilio G. Margarino*

Attilio Gino Margarino
The registered agent hereby accept
duties and responsibilities as registered
agent.

FILED
95 SEP 15 PM 12:15
TALLAHASSEE, FLORIDA