



THE UNITED STATES  
CORPORATION  
COMPANY

9970000101057

ACCOUNT NO. : 072100000032

REFERENCE : 616796 142945A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -1 PM 2:29

ORDER DATE : December 1, 1997

ORDER TIME : 11:43 AM

ORDER NO. : 616796-005

CUSTOMER NO: 142945A

CUSTOMER: Mr. Robert Tememe  
JURIS-CONSULTANTS, INC.

5770 S.w. 55th Street

Miami, FL 33155

700002358207-- 7  
-12/01/97--01107--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: AGNES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

12/1/97

**ARTICLES OF INCORPORATION**

**OF**

**AGNES, INC.**

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The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

**AGNES, INC.**

**ARTICLES II. NATURE OF BUSINESS**

The nature of the business to be transacted by this corporation is: restaurant; sandwich shop, general business; investments; etc.

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To conduct 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.

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

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, 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 rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is: ONE HUNDRED (1.00) shares of common stock having a nominal of \$1.00 par value.

**ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which the corporation will begin business is: ONE HUNDRED (\$1,00.00) Dollars.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. ADDRESS**

The initial post office address of the initial office of this corporation in the state of Florida is:

136 Collins Ave., Miami Beach, FL 33139

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

**ARTICLE VII. DIRECTORS**

The corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS**

The name and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Tony Phung	136 Collins Ave., Miami Beach, Fl 33139	President/Director

**ARTICLE IX. SUBSCRIBERS**

The name and post office address of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Tony Phung	136 Collins Ave., Miami Beach, Fl 33139

**ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation SERVICE COMPANY. —

**ARTICLE XI. INDEMNIFICATION**

The corporation shall indemnify any officer or director, to the full extent permitted by law.

**ARTICLE XII. AMENDMENTS**

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 stockholders, and approved at stockholders' Meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of November, 1997.



Tony Phung  
Incorporator

STATE OF FLORIDA       )  
                                  ) S.S  
COUNTY OF DADE       )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the County and State above to take acknowledgments, personally appeared Mr. Tony Phung to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, for the purposes therein expressed.

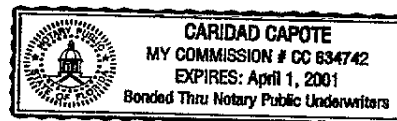
IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this 28 day of November 1997.

*Check PIP 0601901 3503*



Notary Public  
State of Florida at Large

My Commission Expires:




FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office /Registered Agent in the State of Florida.

1. The name of the Corporation is: **AGNES, INC.**
2. The name of the Registered Agent and address of the Registered Office is:  
CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301

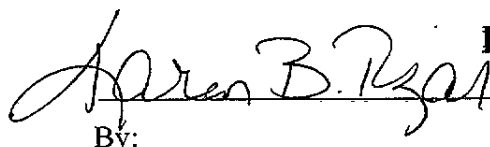


**Tony Phung**

Title: President/Director/Incorporator

Date: November 28, 1997

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.



**Karen B. Rozar, As Its Agent**

By:

, Registered Agent