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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
400 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3094
FAX: (305) 541-3770

(((H95000005396))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ASIAN PACIFIC DEVELOPMENT GROUP, INC.
FAX AUDIT NUMBER: H95000005396 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/12/1995 TIME REQUESTED: 15:30:30
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 10 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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NUM CAPS Connect: 00:13:03

FILED
95 MAY 15 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/15

01:31:11

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ARTICLES OF INCORPORATION

OF

ASIAN PACIFIC DEVELOPMENT GROUP, INC.

FILED
95 MAY 15 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, THU X. NGUYEN, acknowledge and file in the office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME:

The name of this Corporation shall be:

ASIAN PACIFIC DEVELOPMENT GROUP, INC.

with principal offices at:

13640 S.W. 92 Avenue, Miami, Florida 33176.

II

BUSINESS:

The general nature of the business and businesses to transacted are as follows:

To transact any and all business or enterprise not prohibited under the laws of the State of Florida or the United States.

To erect, maintain, purchase or rent, hire, lease, let or otherwise acquire and dispose of real estate and personal property of every nature, kind and character.

To acquire, own, purchase or dispose of licenses and permits for the operation of businesses of all kinds.

To acquire goodwill, rights and property of any person, firm, association or corporation, and pay for the same in cash or stock

Mark S. Schechner, Esq.
2121 Ponce de Leon Blvd. #711
Coral Gables, FL. 33134
(305) 446.1621
Fl. Bar No. 124711

1

of this Company, fund or obligations of this Company, or otherwise; and to hold or in any manner dispose of the whole or any part of the property so acquired.

Directly and/or through ownership of stock in any corporation, to purchase, lease, hire or otherwise acquire, hold, own, exchange, maintain, improve, alter, lease, sell, convey or otherwise dispose of real estate, either improved or unimproved, and any interest or right therein, in or out of this State, as shall be found necessary and convenient from time to time for the lawful purposes of this Corporation.

To borrow money and contract debts when necessary for the transaction of its business and for the exercise of this corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange debentures, and other obligations and evidences of indebtedness, secured or unsecured, payable at a specified time or times.

To guarantee, endorse, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this State, 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.

To purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholders' quorum or vote.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principle, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

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III

SHARES:

The authorized capital stock of this Corporation shall consist of :
1,000 shares of common stock, at \$1.00 par value.

IV

EXISTENCE:

The corporation shall have perpetual existence.

V

CAPITAL:

The amount of capital with which this Corporation shall begin shall be not less than \$500.00.

VI

REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the Corporation's initial registered office is :

13640 S.W. 92 Avenue
Miami, Florida 33176

The initial registered agent for the Corporation is:

THU X. NGUYEN

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VII

DIRECTORS:

The Corporation shall have not less than ONE (1) Director (s) as provided by the By-Laws, and they shall hold office for one year, or until their successors have been duly elected and qualified.

VIII

FIRST BOARD:

The following shall constitute the first Board of Directors of Corporation:

NAME

ADDRESS

THU X. NGUYEN

13640 S.W. 92 AVENUE
MIAMI, FLORIDA 33176

IX

SUBSCRIBERS:

The names and addresses of the Subscribers to the Articles of Incorporation are as follows:

NAME

ADDRESS

THU X. NGUYEN

13640 S.W. 92 AVENUE
MIAMI, FLORIDA 33176

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x

GENERAL PROVISIONS:

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) The corporation shall have a first lien upon the shares of this stockholders and upon all dividends due them for any indebtedness by such stockholders of the Corporation.

(c) Subject to the provisions and conditions of this article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(d) A Director of the Corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser or otherwise; and, in the absence of an actual fraud, no transaction or contract of the Corporation shall be void or voidable by reason of the fact that any director or any firm or corporation of which any director is a member is in any way interested in such transaction or contract, provided that the fact that such director, or firm is interested in the transaction or the contract is disclosed to the Corporation, and that such transaction or contract is authorized, ratified or approved either by (i) vote of the majority of a quorum of the Board of Directors or of the Executive Committee, if any, without counting in such majority any director so interested or who is a member of a firm or corporation so interested; or (ii) vote at a Stockholders' Meeting of the holders of record of the majority of all the outstanding shares of stock of the Corporation then entitled to vote, or by writing or writings signed by a majority of such holders, which shall have the same force and effect as though such authorization, ratification or approval were made by all the stockholders; and no director, firm or corporation of which a director is a member shall be liable to account to the Corporation for any profits realized from or through any such transaction or contract. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transactions in any other manner permitted by law, or invalidate or make voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

(e) No holder of stock of any class of the Corporation, nor or hereafter authorized, shall be entitled to such, as a matter of

5

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right, to subscribe for or purchase any part (either pro-rata share of otherwise), of any new or additional issue of stock of any class whatsoever or securities convertible into or evidencing the right to purchase stock of any class whatsoever, whether now or hereafter authorized, or whathur issued for cash, property or otherwise.

(f) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), such expenses to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with the view to curtailment of cost of litigation, except that no sums shall be paid in connection with any such settlement unless the Corporation is advised by independent counsel that the officer or director so indemnified was not derelict in the performance of his duty as such officer or director. The Corporation shall not, however, indemnify such officer or director with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or director, nor in respect of any matter on which settlement or compromise is affected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion, and in no event shall anything herein contained be so construed as to protect or authorize the Corporation to indemnify any such officer or director against any liability to the Corporation or to its security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of other rights to which any officer or director may be entitled as a matter of law.

SUBSCRIBED at Miami, Florida this 11th day of May, 1995.


THU X. NGUYEN

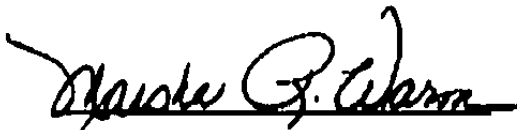
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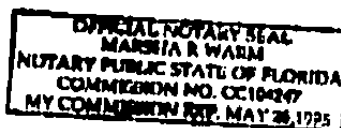
STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, the undersigned authority, and officer duly qualified to administer oaths and take acknowledgments personally appeared THU X. NGUYEN, to me well known to be the person described in and who executed the foregoing Articles of Incorporation. He is personally known to me or has produced Florida Drivers License as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 11th day of May, 1995.



NOTARY PUBLIC
My commission expires:



H9500005396

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST That **ASIAN PACIFIC DEVELOPMENT GROUP, INC.,**

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named **TRU X. NGUYEN** located at 13640 S.W. 92 Avenue, Miami, Florida 33176 County of Dade, State of Florida, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



TRU X. NGUYEN
RESIDENT AGENT

FILED
MAY 15 AM 8:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

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5/18/95

FLORIDA DIVISION OF CORPORATIONS

9:45 AM

PUBLIC ACCESS SYSTEM

((H95000005455)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

408 EAST GAINES STREET

MIAMI FL 33136-

302-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (804) 922-4000

PHONE: (305) 541-3684

FAX: (305) 541-3770

((H95000005455)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: ASIAN PACIFIC DEVELOPMENT CORPORATION

FAX AUDIT NUMBER: H95000005453

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/18/1995

TIME REQUESTED: 09:45:07

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

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*5/16 called
man who is incorrect
on cover sheet. I corrected it.
Linda*

*Page number missing
Linda*

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95 MAY 16 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05:15 PM 5/18/95



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 16, 1995

ASIAN PACIFIC DEVELOPMENT CORPORATION
2100 N.E. 55TH STREET
FORT LAUDERDALE, FL 33308

SUBJECT: ASIAN PACIFIC DEVELOPMENT CORPORATION
REF: ~~9500001455~~ *Group, INC.* P95000038069

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAK Aud. #: H95000005455
Letter Number: 795A00025105

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

#45000005455

ARTICLES OF AMENDMENT

FILED

95 MAY 16 PM 4:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO

ARTICLES OF INCORPORATION

OF

ASIAN PACIFIC DEVELOPMENT GROUP, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: Article III is hereby amended to reflect thirty million (30,000,000) shares of common stock, at \$1.00 par value.

An amendment was adopted by the Board of Directors without shareholder action on May 15, 1995 and shareholder action was not required.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: NONE

Signed this 15th day of May, 1995.

#45000005455

ASIAN PACIFIC DEVELOPMENT GROUP, INC.

By 
Thu X. Nguyen, Director

Mark S. Schechner, Esq.
(305) 446-1621 / FBN 124711
2121 Ponce de Leon Blvd. #711
Coral Gables, FL 33124