

P98000007717

CHINA INN, INC.
3005 CYPRESS GARDEN ROAD
WINTER HAVEN, FL 33884

DECEMBER 18, 1997

800002379568--7
-12/22/97--01123--006
****122.50 ****122.50

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

Dear Sir:

Enclosed are the articles of incorporation for CHINA INN, INC. Also is a check for \$122.50 for the filing fees.

Sincerely,

KYONG HUI HAN

Kyonghui Han

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 26 AM 11:38

FILED

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789, 3589, 2551, 2550

CB
2-2-97

ARTICLES OF INCORPORATION
OF

CHINA INN OF WINTER HAVEN, INC.

ARTICLE I. NAME

The name of this corporation is CHINA INN OF WINTER HAVEN, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually. Corporate existence shall commence with the filing of these articles with the Department of State.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of ONE Dollar (\$1.00) par value common stock which shall be designated "common shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3005 CYPRESS GARDEN ROAD, WINTER HAVEN, FL. 33884 and the initial registered agent of this corporation at that address is KYONG HUI HAN.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but never be less than one. The name and address of the initial directors of this corporation are:

KIEN CHANG 3111 SANDY CR. HAINES CITY, FL. 33844

KYONG HUI HAN 3111 SANDY CR. HAINES CITY, FL. 33844

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TALLAHASSEE, FLORIDA

ARTICLE VII. INCORPORATORS

The names and address of the persons signing these articles are as follows:

KIENG CHANG 3111 SANDY CR. HAINES CITY, FL 33844

KYONG HUI HAN 3111 SANDY CR. HAINES CITY, FL 33844

ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. AMENDMENT

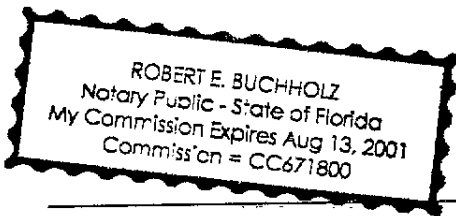
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation on DECEMBER 18, 1997.

Kien Chang
Kyong Hui Han

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 18th day of December
19 97 by KIEN CHANG & KYONG HUI HAN who 5 (are) personally known to me ~~or who has~~
~~produced~~ ~~_____~~ as identification and who ~~did~~ (did not) take an oath.



Robert E. Buchholz

THIS CERTIFICATE
MUST BE ATTACHED
TO THE DOCUMENT
DESCRIBED AT RIGHT:

Title or Type of Certificate: Articles of Incorporation
Number or Pages: 2 Date of Document: 12/18/97
Signatures other than named above: NONE

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

KYONG HUI HAN, having an address identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Kyong Hui Han
KYONG HUI HAN

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TALLAHASSEE, FLORIDA