

680688

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

Ronnie Systems, Inc

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Art of Inc. File Amended
LTD Partnership File &
Foreign Corp. File Restated
L.C. File Articles &
Fictitious Name File Name
Name Reservation Change
Merger File _____
☒ Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
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Availability	3/13/98
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Examiner	Don
Updater	Don
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Verifier	Don
Final Approval	
W.P. Verifier	Don

Signature _____

Requested by: 83

Name _____

Date 3/11/98

Time 9:45

Walk-In _____

Will Pick Up _____

FILED
98 MAR 13 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 MAR 11 AM 10:17
DEPT. OF REVENUE
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 11, 1998

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32302

SUBJECT: RONNIE SYSTEMS, INC.
Ref. Number: 680688

We have received your document for RONNIE SYSTEMS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) 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 you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 798A00013230

corrected

RECEIVED
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DIVISION OF CORPORATION

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RONNIE SYSTEMS, INC.

98 MAR 13 PM 2:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this Corporation (the "Corporation") shall be:

GREAT WALL FOOD AND BEVERAGE CORPORATION

ARTICLE II
CORPORATE AUTHORITY

The Corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

ARTICLE III
COMBINATION

A. Upon the filing by the Secretary of State of the State of Florida of these Amended and Restated Articles of Incorporation, each ten (10) shares of the \$0.001 par value common stock of the Corporation outstanding as of February 28, 1998 (the "Record Date"), shall be combined into one (1) share of the \$0.0001 par value common stock of the Corporation.

B. No fractional shares of common stock or scrip certificates therefor shall be issued to the holders of the common stock as of the Record Date by reason of the foregoing combination; however, the Corporation shall purchase such fractional interests from the holders of any such fractional interests based upon a price of Fifty Six cents (\$0.56) per share (the "Price"), which Price has been determined in the good faith judgement of the Board of Directors. The Board of Directors of the Corporation or any corporate committee thereof is empowered to adopt further rules and regulations concerning the liquidation of fractional interests.

ARTICLE IV
CAPITALIZATION

The aggregate number of shares of all classes that the Corporation shall have authority to issue is one hundred million (100,000,000) shares, of which eighty million (80,000,000) shares shall have a par value of \$.0001 and shall be a class designated as "Common Shares" and of which twenty million (20,000,000) shares shall have a par value of \$.0001 and shall be a class designated as "Preferred Shares".

A. Common Shares. Each Common Share shall entitle the holder thereof to one vote. No holder of the Common Shares shall be entitled to any right of cumulative voting.

B. Preferred Shares.

1. Preferred Shares may be issued from time to time in one or more series, each such series to have distinctive serial designations; as same shall hereafter be determined in the resolution or resolutions providing for the issuance of such Preferred Shares from time to time as adopted by the Board of Directors pursuant to the authority to do so, which authority is hereby vested in the Board of Directors.

2. Each series of Preferred Shares, as stated in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Shares, may:

- (a) have such number of shares;
- (b) have such voting powers, full or limited, or may be without voting power;
- (c) be redeemable or convertible at such time or times and at such prices;
- (d) entitle the holders thereof to receive distributions calculated in any manner, including but not limited to dividends, which may be cumulative, non-cumulative or partially cumulative; at such rate or rates, on such conditions, from such date or dates, at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of shares;
- (e) have such preference over any other class of shares with respect to distributions, including but not limited to dividends and distributions upon dissolution of the Corporation;
- (f) be made convertible into, or exchangeable for, shares of any other class or classes (except the class having prior or superior rights and preferences as to the dividends or distribution assets upon liquidation) or of any other series of the same or any other class or classes of shares of the Corporation at such price or prices or at such rates of exchange, and with such adjustments;
- (g) be entitled to the benefit of a sinking fund or purchase fund to be applied to the purchase or redemption of shares of such series in such amount or amounts;
- (h) be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding shares of the Corporation; and
- (i) have such other relative, participating, optional or other special rights, and qualifications, limitations or restrictions;

3. Except where otherwise set forth in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Shares, the number of shares comprised in such series may be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors.

4. Shares of any series of Preferred Shares which have been redeemed (whether through the operation of a sinking fund or otherwise) or purchased by the Corporation, or which, if convertible, were exchangeable, have been converted into or exchanged for shares of any other class or classes, shall have the status of authorized and unissued Preferred Shares and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Shares to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Shares, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Shares and to any filing required by law.

ARTICLE V
INITIAL ADDRESS AND REGISTERED AGENT

The initial principal office of the Corporation in the State of Florida shall be:

5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486

The resident registered agent of the Corporation shall be:

E.H.G. Resident Agents, Inc.
5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486

The Board of Directors may, from time to time, move the principal or registered office of the Corporation to any other address, within or without the State of Florida, as may be determined appropriate in the interests of the Corporation.

ARTICLE VI
CORPORATE EXISTENCE

The Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation by the Department of State of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VII
BYLAWS

The initial Bylaws of the corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the Board of Directors.

ARTICLE VIII
DIRECTOR AND OFFICER INDEMNIFICATION

(a) Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal or administrative, (hereinafter a "Proceeding"), or is contacted by any governmental or regulatory body in connection with any investigation or inquiry (hereinafter an "Investigation"), by reason of the fact that such person is or was a director or executive officer (as such term is utilized pursuant to interpretations under Section 16 of the Securities Exchange Act of 1934) of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "Indemnitee"), whether the basis of such Proceeding or Investigation is alleged action in an official capacity or in any other capacity as set forth above shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Florida Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than such law permitted the corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) or the costs of reasonable settlement made with a view to curtailment of the cost of litigation reasonably incurred or suffered by such Indemnitee in connection therewith and such indemnification shall continue as to an Indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the

benefit of the Indemnitee's heirs, personal representatives, executors and administrators; provided, however, that except as provided in paragraph (b) hereof with respect to Proceedings to enforce rights to indemnification, the corporation shall indemnify any such Indemnitee in connection with a proceeding (or part thereof) initiated by such Indemnitee only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "Advancement of Expenses"); provided, however, that the Advancement of Expenses shall be made only upon delivery to the corporation of a personal guarantee by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Indemnitee is or was not entitled to be indemnified for such expenses under this Article or otherwise (hereinafter a "Guarantee").

(b) If a claim under paragraph (a) of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for an Advancement of Expenses in which case the applicable period shall be twenty (20) days, the Indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful, in whole or in part, in any such suit or in a suit brought by the corporation to recover an Advancement of Expenses pursuant to the terms of a Guarantee, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (1) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an Advancement of Expenses) it shall be a defense that the Indemnitee has not met the applicable standard of conduct set forth in the Florida Business Corporation Act; and (2) in any suit by the corporation to recover an Advancement of Expenses, pursuant to the terms of a Guarantee, the corporation shall be entitled to recover such expenses upon a final adjudication that the Indemnitee has not met the applicable standard of conduct set forth in the Florida Business Corporation Act, neither the failure of the corporation (including its board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the corporation (including its board of directors, independent legal counsel, or its stockholders) that the Indemnitee has not met such applicable standard of conduct (or in the case of such a suit brought by the Indemnitee) shall be a defense to such suit. In any suit brought by the Indemnitee to enforce a right hereunder, or by the corporation to recover an Advancement of Expenses pursuant to the terms of a Guarantee, the burden of proving that the Indemnitee is not entitled to be indemnified or to such Advancement of Expenses under this Section or otherwise shall be on the corporation.

(c) The right to indemnification and to the Advancement of Expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, these Articles of Incorporation, bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

(d) The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Business Corporation Act.

(e) The corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the Advancement of Expenses, to any employee or agent of the corporation to the fullest extent of the provisions of this Article with respect to the indemnification and Advancement of Expenses of directors, and executive officers of the corporation.

ARTICLE IX
AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Florida Statutes § 607.0901. A director or officer of the corporation shall not be disqualified by virtue of their office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, officer or director is in any way interested in such transaction or contract, no director or officer shall be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that they, or any firm or entity of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, officer or director or in any way interested in such transaction or contract, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that they, or any firm of which they are a member, or any corporation of which they are a shareholder, officer or director interested in such transaction or contract. Said interested officer or director of this corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if they were not so interested. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on March 6, 1998.

RONNIE SYSTEMS, INC. (Now Known As
Great Wall Food and Beverage Corporation)

By: Patti Cooke
Patti Cooke, sole Director

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, GREAT WALL FOOD AND BEVERAGE CORPORATION (formerly known as Ronnie Systems, Inc.) desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Palm Beach County, State of Florida, has named E.H.G. Resident Agents, Inc., located at 5100 Town Center Circle, Suite 330, Boca Raton, Florida 33486, as its agent to accept service of process within Florida.

RONNIE SYSTEMS, INC. (Now Known As
Great Wall Food and Beverage Corporation)

By: Patti Cooke
Patti Cooke, sole Director

Date: March 6, 1998

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties associated with such designation.

E.H.G. RESIDENT AGENTS, INC.

By: Edward H. Gilbert
Edward H. Gilbert, President

CERTIFICATE OF CORPORATE SECRETARY

In connection with the filing with the Florida Secretary of State of the Amended and Restated Articles of Incorporation dated March 6, 1998 (the "Restated Articles"), the undersigned hereby certifies as follows:

1. I am the duly authorized and acting corporate Secretary of Ronnie Systems, Inc., a Florida corporation (the "Company") and as such, I am authorized to execute and deliver this Certificate on behalf of the Company, and in my capacity as corporate Secretary, I have access to and I am familiar with the corporate records of the Company.

2. The Company is in good standing and exists within the State of Florida as a business corporation on the date hereof.

3. The shareholders of the Company approved adoption of the Restated Articles on March 6, 1998 in that certain Action by Written Consent of Shareholders (the "Written Action"), a copy of which Written Action is attached hereto as Exhibit A.

4. The number of votes cast for the adoption of the Restated Articles by the shareholders was sufficient for approval of the adoption.

IN WITNESS WHEREOF, the undersigned has set his hand and the seal of the Company this 11th day of March, 1998.

RONNIE SYSTEMS, INC., Florida corporation

By: Patti Cooke

Patti Cooke, Secretary

**ACTION BY WRITTEN CONSENT OF SHAREHOLDERS
OF
RONNIE SYSTEMS, INC.
IN LIEU OF MEETING**

IT IS RECOGNIZED, that as of the date hereof One Hundred Thousand (100,000) shares (the "Outstanding Shares") of the \$0.001 par value common stock of Ronnie Systems, Inc. (the "Corporation") is outstanding, and that a majority (the "Majority") of the Outstanding Shares consists of no less than Fifty Thousand One (50,001) Outstanding Shares. Accordingly, the undersigned constituting the Shareholder owning and possessing the Majority of the Outstanding Shares hereby takes the following action by written consent in lieu of a meeting of the Shareholders of the Corporation (the "Action"), in accordance with Florida Statutes Section 607.0704:

RESOLVED, that the Patti Cooke is hereby elected to serve as the sole director (the "Sole Director") of the board of directors of the Corporation (the "Board") until such time as successors to such Sole Director have been duly elected and have qualified.

FURTHER RESOLVED, that the Amended and Restated Articles of Incorporation (the "Restated Articles"), a true and correct copy of which Restated Articles are attached hereto as Exhibit A, are hereby adopted do amend and supersede in their entirety the existing Articles of Incorporation of the Corporation (the "Existing Articles").

FURTHER RESOLVED, that as a part of the Restated Articles, the Corporation is hereby authorized to combine (the "Combination") each ten (10) shares of the \$0.001 par value common stock of the Corporation outstanding as of February 28, 1998 (the "Record Date") into one (1) share of the \$0.0001 par value common stock of the Corporation, and

FURTHER RESOLVED, that in connection with Combination no fractional shares of common stock or scrip certificates shall be issued to the holders of the common stock of the Corporation; however, the Corporation is hereby authorized to purchase any fractional interests created as a result of the Combination (the "Fractional Interests") from the holders of any such Fractional Interests based upon a per share price (the "Price") of Fifty Six cents (\$0.56), which Price has been determined in the good faith judgement of the Board of Directors, and the Board of Directors of the Corporation or any corporate committee thereof is empowered to adopt further rules and regulations concerning the liquidation of any such Fractional Interests.

FURTHER RESOLVED, that subsequent to the filing by the Secretary of State of the State of Florida of the Restated Articles, the Corporation is hereby authorized to issue Three Million One Hundred Sixty Thousand (3,160,000) shares of its common stock to 1244689 Ontario Limited, a corporation ("1244689"), it having been determined by the Board of Directors that the consideration provided by 1244689 has a value not less than

the par value of the shares to be issued to 1244689, and that such shares to be so issued are fully paid and non-assessable.

FURTHER RESOLVED, that subsequent to the filing by the Secretary of State of the State of Florida of the Restated Articles, the Corporation is hereby authorized to issue Two Million Three Hundred Forty Thousand (2,340,000) shares of its common stock to Advantage Investments, Ltd., a corporation ("Advantage"), it having been determined by the Board of Directors that the consideration provided by Advantage has a value not less than the par value of the shares to be issued to Advantage, and that such shares to be so issued are fully paid and non-assessable.

FURTHER RESOLVED, that subsequent to the filing by the Secretary of State of the State of Florida of the Restated Articles, the Corporation is hereby authorized to issue Three Hundred Sixty Thousand (360,000) shares of its common stock to Shannon Johnson, an individual ("Shannon Johnson"), it having been determined by the Board of Directors that the consideration provided by Shannon Johnson has a value not less than the par value of the shares to be issued to Shannon Johnson, and that such shares to be so issued are fully paid and non-assessable.

FURTHER RESOLVED, that subsequent to the filing by the Secretary of State of the State of Florida of the Restated Articles, the Corporation is hereby authorized to issue Three Hundred Sixty Thousand (360,000) shares of its common stock to Paula Johnson, an individual ("Paula Johnson"), it having been determined by the Board of Directors that the consideration provided by Paula Johnson has a value not less than the par value of the shares to be issued to Paula Johnson, and that such shares to be so issued are fully paid and non-assessable.

FURTHER RESOLVED, that subsequent to the filing by the Secretary of State of the State of Florida of the Restated Articles, the Corporation is hereby authorized to issue Three Hundred Sixty Thousand (360,000) shares of its common stock to Tamra Hnatyshyn, an individual ("Hnatyshyn"), it having been determined by the Board of Directors that the consideration provided by Hnatyshyn has a value not less than the par value of the shares to be issued to Hnatyshyn, and that such shares to be so issued are fully paid and non-assessable.

FURTHER RESOLVED, that subsequent to the filing by the Secretary of State of the State of Florida of the Restated Articles, the Corporation is hereby authorized to issue One Hundred Eighty Thousand (180,000) shares of its common stock to Stan Johnson, an individual ("Stan Johnson"), it having been determined by the Board of Directors that the consideration provided by Stan Johnson has a value not less than the par value of the shares to be issued to Stan Johnson, and that such shares to be so issued are fully paid and non-assessable.

FURTHER RESOLVED, that the Corporation is hereby authorized to enter into and perform pursuant to that certain Stock Exchange Agreement (the "Exchange Agreement"),

a copy of which is attached hereto as Exhibit B, and which Stock Exchange Agreement when concluded by the Corporation will require the Corporation to issue One Million Seven Hundred Thousand (1,700,000) shares of the common stock of the Corporation to the shareholders of Food and Beverage Masters (China), Inc., ("FBM") a Delaware corporation, in exchange for all of the issued and outstanding shares of common stock of FBM on the basis of one Corporation share for each issued and outstanding share of FBM.

FURTHER RESOLVED, that the Corporation is hereby authorized to offer and sell to purchasers who may, but need not, be Accredited Investors, 4,000,000 shares of \$.0001 par value common stock of the Corporation at a price of \$0.15 per Share [with a minimum purchase of 200,000 Shares (the "Minimum Purchase")], pursuant to an exemption provided by Regulation D, Rule 504 under the Securities Act of 1933 (the "Act"), all in accordance with the terms and conditions set forth in the Offering Memorandum (the "Offering Memorandum") attached hereto as Exhibit C.

IN WITNESS WHEREOF, the undersigned constituting the Shareholder owning and possessing the Majority of the Outstanding Shares has executed the this Action evidencing the consent to the matters set forth herein as of the 6th day of March 1998.

Shareholder owning and possessing the
Majority of the Outstanding Shares

Patti Cooke

Patti Cooke

Number of Outstanding Shares: Seventy
Thousand (70,000)

Exhibit A

Restated Articles