

F980000001834

David W. Berger

Requestor's Name

1310 Hillview Dr.

Address

Sarasota, FL 34239

City/State/Zip

Phone #

800002472198--9

-03/30/98--01069--014

*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ~~D.W.B.~~ D.W.B. Athco (HK) Ltd. Company
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

98 MAR 31 PM 1:39

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtm
3/31

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE
OF FLORIDA.

1. D.W.B. Athco (HK) Ltd. Company
(Name of corporation : must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Hong Kong
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 6-22-90
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1-1-98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 7590 Commerce Ct.
Sarasota, FL 34243
(Current mailing address)
8. See attached memorandum & articles of association
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Sandra Lundsten
Office Address: 7590 Commerce Ct.
Sarasota, Florida 34243
(ZIP Code)
10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Sandra Lundsten
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 1:39

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: David W. Berger

Address: 1310 Hillview Dr.

Sarasota, FL 34239

Vice Chairman: Stuart Goldman

Address: 49 Valley Rd.

Old Westbury, NY 11568

Director: Hon. Chung Chu

Address: Block 4D, 6/F, Wonderland Villas, Wah King Hill Road

Kowloon, Hong Kong

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: David W. Berger

Address: 1310 Hillview Dr.

Sarasota, FL 34239

Vice President: Stuart Goldman

Address: 49 Valley Rd.

Old Westbury, NY 11568

Secretary: Terry Secretaries Limited

Address: 14/F, Tak Sing Alliance Bldg., 115 Chatham Rd.

Kowloon, Hong Kong

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

David W. Berger, Chairman

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 1:39

RECEIVED
SECRETARY OF STATE
MAR 31 1980

98 MAR 31 PM 1:39
MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

D.W.B. ATHCO (H.K.) LIMITED

Incorporated the 22nd day of June, 1980.

HONG KONG



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS No. 280648

98 MAR 31 PM 1:39

(COPY)

CERTIFICATE OF INCORPORATION

I hereby certify that

D.W.B. ATHCO (H.K.) LIMITED

is this day incorporated in Hong Kong under the Companies Ordinance, and that this company is limited.

Given under my hand this Twenty-second day of June One Thousand Nine Hundred and Ninety.

(Sd.) Mrs. S. LAM

.....
P. Registrar General
(Registrar of Companies)
Hong Kong

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 31 PM 1:39

THE COMPANIES ORDINANCE (CHAPTER 32)

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

OF

D.W.B. ATHCO (H.K.) LIMITED

First:— The name of the Company is "D.W.B. ATHCO (H.K.) LIMITED".

Second:— The Registered Office of the Company will be situated in Hong Kong.

Third:— The objects for which the Company is established are:—

- (1) To establish and carry on the business of importers, exporters, commission agents, indent agents, general agents, wholesalers and retailers of all kinds of articles and goods and to carry on the business of manufacturers and general merchants.
- (2) To act as representatives of manufacturers or producers of goods and merchandise of all descriptions and to import, export, buy, sell, barter, exchange,

pledge, make advances upon or otherwise deal in goods, produce, articles and merchandise of such manufacturers.

MAR 31 PM 1:39

- (3) To manufacture and produce and, either as principals or agents, trade and deal in any articles belonging to any such business, and all apparatus, appliances and things used in connection therewith, or with any invention, patents, or privileges for the time being belonging to the Company.
- (4) To carry on manufacturing activities of any kind and to establish industries of all sorts as may be thought fit by the Company in Hong Kong or elsewhere.
- (5) To acquire, provide and maintain plants, facilities, apparatus, devices, processes, laboratories, workshops and accommodations of all description for or in relation to any of the objects of the Company.
- (6) To act as consultants, general managers or general agents or otherwise of any companies, firms or other undertakings whether such companies, firms or other undertakings carry on business similar to that carried on by the Company or not.
- (7) To carry on the business of merchants, exporters, and importers, shipowners, charterers, carriers, wharfingers, warehousemen, furnishers, agents, brokers, shopkeepers, storekeepers, godown operators and contractors, sub-contractors and to buy, sell, manufacture, export, import, treat and deal in raw materials, produce, semifinished goods, finished goods, equipments, machineries, stores, chattels and effects of all kinds, both wholesale and retail, and to transact every kind of agency business.
- (8) To purchase for investment or resale, and to traffic in land and house and other property of any tenure and any interest therein, and to make advances upon the security of land or house or other property, or any interest therein, and generally to deal in, traffic by way of sale, lease, exchange, or otherwise with land and house property whether real or personal.
- (9) To acquire by purchase, lease, exchange, or otherwise, land, buildings, and hereditament of any tenure or description, and any estate or interest therein, and to turn the same to account as may seem expedient, and in particular by preparing building sites, and by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining offices, flats, houses, factories, warehouses, shops, wharves, buildings, works and conveniences of all kinds, and by consolidating or connecting, or sub-dividing properties, and by leasing and disposing of the same.
- (10) To demolish, construct or procure the construction of buildings of all kinds, upon any lands belonging to or in which the Company is interested, either as owners, lessees, contractors or otherwise.
- (11) To apply for, purchase, or otherwise acquire any patents, brevets d'invention, licences, concessions, and the like, conferring an exclusive or limited right to use of any secret or other information as to any invention which may seem capable of being used for the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly to benefit the Company, and, to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights and information so acquired.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 31 PM 1:35

- (12) To enter into any arrangements with any governments or authorities, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority, any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (13) To let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company shall determine.
- (14) To sell, dispose of or transfer the business, property and undertakings of the Company, or any part thereof, for any consideration which the Company may see fit to accept.
- (15) To acquire and hold shares, stocks, debentures, debenture stocks, bonds, obligations, and securities issued or guaranteed by any company incorporated or carrying on business in Hong Kong and elsewhere, and debentures, debenture stocks, bonds, obligations and securities, issued or guaranteed by any government, sovereign ruler, commissioner, public body or authority, supreme, municipal, local or otherwise.
- (16) To acquire any such shares, stocks, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, exchange, or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.

- (17) To receive money on deposit with or without allowance of interest thereon.
- (18) To pay for any business or undertaking, or any property, rights, shares, stocks, bonds, debentures or other securities acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company shall determine.
- (19) To sell the business or undertaking of the Company or any part thereof, including any shares, stocks, bonds, debentures, mortgages, or other obligations or securities, or any or either of them, patents, trade marks, trade names, copyrights, licences or authorities or any estate, rights property, privileges or assets of any kind.
- (20) To lend money to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons or companies.
- (21) To borrow or raise and lend money, to give any guarantee for the payment of money or for the performance of any other undertaking or obligation whatsoever, to make and issue notes, bonds, debentures, obligations and evidence of indebtedness of all kinds, and generally to mortgage and charge the undertaking and all or any of the immovable and movable property, present and future, and all or any of the uncalled capital for the time being of the Company.

MAR 31 PM 1:39

- (22) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights (present and future) and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liability and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principals, premiums, interests, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by Section 2 of the Companies Ordinance (Cap. 32) of the Company or of the Company's holding company or is otherwise associated with the Company in its business) or is controlled by the same person or substantially the same group of persons who control the Company, and to act as agents for the collection, receipt or payment of money, and to enter into any contract of indemnity or suretyship (but not in respect of fire, life and marine insurance business).

- (23) To invest the moneys of the Company not immediately required upon such investments (other than shares in the Company) or property and in such manner as may from time to time be determined.

- (24) To enter into arrangements for partnership, sharing profits, reciprocal concessions, co-operation or otherwise with any company, corporation, or person having objects altogether or in part similar to those of this Company or carrying on or about to carry on any business capable of being conducted so as

directly or indirectly to benefit this Company.

- (25) To enter into any arrangements for profit-sharing with any of the Directors or employees of the Company or of any company in which the Company may for the time being hold a share or shares (subject to the consent and approval of such company). To grant sums by way of bonus or allowance to any Directors or employees or their dependents or connections, and to establish or support, or aid in the establishment and support of associations, institutions, schools or conveniences calculated to benefit Directors or employees of the Company or its predecessors in business or any companies in which the Company owns a share or shares or the dependents or connections of such persons, to grant pension and to make payments towards insurance.

- (26) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures and other negotiable or transferable instruments.

- (27) To distribute any of the property of the Company amongst the Members in specie or otherwise.

- (28) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, attorneys, concessionaires, factors, licensees or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others:

- (29) To do all such things as are incidental or conducive to the above objects or any of them.

It is hereby expressly declared that each of the preceding

sub-clauses shall be construed independently of and shall be in no way limited by reference to any other sub-clause and the objects set out in each sub-clause are independent objects of the Company.

And it is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and wheresoever domiciled, and the intention is that the object specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

Fourth:— The liability of the Members is limited.

Fifth:— The capital of the Company is HK\$200,000.00 divided into 200,000 shares of HK\$1.00 each. Upon any increase of capital the Company is to be at liberty to issue any new shares either in Hong Kong Dollars or in any other currency or partly in one currency and partly in another and with any preferential, deferred, qualified or special rights, privileges or conditions attached thereto. The rights for the time being attached to any shares having preferential, deferred, qualified or special rights, privileges or conditions attached thereto, may be altered or dealt with in accordance with the accompanying Articles of Association, but not otherwise.

We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:—

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
(Sd.) TSUI CHUNG KIT MR. TSUI CHUNG KIT 徐志杰 2501, Block P, Kornhill Garden, 10 Hong On Street, Quarry Bay, Hong Kong. Merchant	One
(Sd.) CHU HON CHUNG MR. CHU HON CHUNG 朱漢宗 Block 4D, 6/F., Wonderland Villas, Wah King Hill Road, Kowloon, Hong Kong. Merchant	One
Total Number of Shares Taken	Two

Dated the 30th day of May, 1990.
WITNESS to the above signatures:

(Sd.) WONG PUI LIN, CHRISTINE
WONG PUI LIN, CHRISTINE

Secretary
Room 1008, Ritz Building,
625 Nathan Road, Kowloon, Hong Kong.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 31 PM 1:39

THE COMPANIES ORDINANCE, (CHAPTER 32)

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

OF

D.W.B. ATHCO (H.K.) LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table "A" in the First Schedule to the Companies Ordinance (Chapter 32) shall apply to this Company, and be deemed to be incorporated with these Presents.
2. The following clauses of Table "A" namely, 24, 41 to 44 inclusive, 55, 60, 64, 77, 79, 81, 82, 90 to 99 inclusive, 101, and 114 to 123 inclusive, and 128, shall not apply or are modified as hereinafter appearing.
3. The Company is a Private Company and accordingly:—

(a) the right to transfer shares is restricted in manner hereinafter prescribed;

(b) the number of members of the Company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to 50. Provided that where 2 or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member;

(c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;

(d) the Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

4. Clause 24 of Table "A" is hereby modified as follows:-

The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

98 MAR 31 PM 1:39

DIRECTORS

5. Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two.

6. All Directors shall hold office for a term of one year, and at the expiration of the term of office shall retire from office but shall be eligible for re-election.

7. It shall not be required for a Director to hold any qualification shares. Residence in Hong Kong shall not be a requisite qualification.

8. Unless otherwise determined by the Directors, the quorum of a Directors' Meeting shall be two Directors personally present or represented by their substitutes appointed under Article 11 hereof.

9. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of directors duly called and constituted.

10. The office of a Director shall be vacated if the Director:-

(a) Resigns his office by notice in writing to the Company; or

(b) Becomes bankrupt or makes any arrangement with his creditors generally; or

(c) Becomes of unsound mind.

11. Subject to the approval of the Board, a Director may appoint any person to act for him as a substitute Director during his absence, and such appointment shall have effect and such appointee whilst he holds office as a substitute Director shall be entitled to notice of meetings of Directors, and to attend and vote thereat accordingly; but he shall not require any qualification, and he shall ipso facto vacate office if and when the appointor returns to Hong Kong or vacates office as a Director, or removes the appointee from office, and any appointment and removal under this Clause shall be effected by notice in writing under the hand of the Director making the same.

12. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but the person so chosen shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

13. The Directors shall have power at any time, and from time to time, to appoint a person as an additional Director who shall retire from office at the next following Ordinary General Meeting, but shall be eligible for election by the Company at that meeting as an additional Director.

14. The Company may by a Special Resolution remove any Director and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

15. Any Director may be employed by or hold any office of profit under the Company, except that of Auditors

of the Company, and may act either personally or as a member of a firm or render any professional service to the Company, and may receive remuneration from the Company for so doing in addition to any remuneration payable to him as a Director.

GENERAL MANAGEMENT

16. The Board of Directors shall be entrusted with the general management and carrying on of the business of the Company, and shall have full power to do all such acts and things and enter into such contracts and engagements on behalf of the Company as he may consider necessary or desirable and may also appoint and remove or suspend any officers, clerks, accountants, agents, servants and other employees.

POWERS OF DIRECTORS

17. The Directors, in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company in General Meeting subject nevertheless to the provisions of the Companies Ordinance (Chapter 32) to these Articles, and to any regulations from time to time made by the Company in General Meeting, provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

18. Without prejudice to the general powers conferred by the last preceding Article and the other powers conferred by these Articles, it is hereby expressly declared that the Directors shall have the following powers, that is to say, power:-

- (a) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- (b) To purchase or otherwise acquire for the Company or sell or otherwise dispose of any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they shall think fit.
- (c) To engage, dismiss, and fix the salaries or emoluments of the employees of the Company.
- (d) To institute, conduct, defend, compromise or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due to, and of any claims or demands by or against the Company.
- (e) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.
- (f) To make and give receipts, releases and other discharges for money payable to the Company, and for claims and demands of the Company.
- (g) To invest, lend or otherwise deal with any of the moneys or property of the Company in such manner as they think fit, having regard to the Company's Memorandum of Association and from time to time to vary or realise any such investment.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 31 PM 1:30

- (h) To borrow money, arrange for banking facilities, on behalf of the Company, and to pledge, mortgage or hypothecate any of the property of the Company.
- (i) To open a current account with themselves for the Company and to advance any money to the Company with or without interest and upon such terms and conditions as they shall think fit.
- (j) To enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for, or in relation to, any of the matters aforesaid, or otherwise for the purpose of the Company.
- (k) To give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction, and such commission shall be treated as part of the working expenses of the Company, and to pay commissions and make allowances (either by way of a share in the general profits of the Company or otherwise) to any persons introducing business to the Company or otherwise promoting or serving the interest thereof.
- (l) To sell, improve, manage, exchange, lease, let, mortgage or turn to account all or any part of the land, property, rights and privileges of the Company.
- (m) To employ, invest or otherwise deal with any

98 MAR 31 PM 1:39

Reserve Fund or Reserve Funds in such manner and for such purposes as the Directors may think fit.

- (n) To execute, in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present or future) as they think fit, and any mortgages may contain a power of sale and such other powers covenants and provisions as shall be agreed upon.

- (o) From time to time to provide for the management of the affairs of the Company abroad in such manner as they think fit, and in particular to appoint any persons to be the Attorneys or agents of the Company with such powers (including power to subdelegate) and upon such terms as they think fit.

- (p) From time to time to make, vary or repeal rules and by-laws for the regulation of the business of the Company, its officers and servants.

- (q) To delegate any or all of the powers herein to any Director or other person or persons as the Directors may at any time think fit.

SEAL AND CHEQUES

19. The Seal of the Company shall be kept by the Directors and shall not be used except with their authority.
20. Unless otherwise determined by the Directors,

every document required to be sealed with the Seal of the Company shall be deemed to be properly executed if sealed with the Seal of the Company and signed by such person or persons as the Board of Directors shall from time to time appoint.

21. All cheques, bills of exchange, promissory notes and other negotiable instruments issued or required to be signed, endorsed or accepted or otherwise negotiated by the Company shall be signed by such person or persons as the Board of Directors shall from time to time appoint.

GENERAL MEETINGS

22. For all purposes, the quorum for all general meetings shall be two members personally present or by proxy and no business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business.

VOTES OF MEMBERS

23. Unless a poll is demanded, all voting of members in respect of any matter or matters shall be by show of hands, and in the case of a poll, every member shall have one vote for each share of which he is the holder.

DIVISION OF PROFITS

24. The net profits of the Company in each year shall be applied in or towards the formation of such reserve fund or funds and in or towards the payment of such dividends and bonuses as the Directors subject to the approval of the Company in General Meeting may decide.

25. No dividend shall be payable except out of the profits of the Company, and no dividend shall carry interest as against the Company.

98 MAR 31 PM 1:39

26. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

27. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or for other moneys payable in respect of such share.

28. The Directors may retain any interest or dividends on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

29. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.

NOTICES

30. All notices required to be given to the shareholders under these Articles must be in the Chinese or English language or both.

SECRETARY

31. The Directors may from time to time by resolution appoint or remove a Secretary. In the event that the secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorised. The first secretary shall be A & J SECRETARIAL SERVICES LIMITED.

Names, Addresses and Descriptions of Subscribers

(Sd.) TSUI CHUNG KIT
MR. TSUI CHUNG KIT 徐松杰
2501, Block P, Kornhill Garden,
10 Hong On Street,
Quarry Bay, Hong Kong.
Merchant

(Sd.) CHU HON CHUNG
MR. CHU HON CHUNG 朱漢宗
Block 4D, 6/F., Wonderland Villas,
Wah King Hill Road,
Kowloon, Hong Kong.
Merchant

Dated the 30th day of May, 1990.
WITNESS to the above signatures:

(Sd.) WONG PUI LIN, CHRISTINE
WONG PUI LIN, CHRISTINE

Secretary
Room 1008, Ritz Building,
625 Nathan Road, Kowloon, Hong Kong.

ORIGINAL
正本DRAFT
XXXXX

Form 2

表格 2

Business Registration Ordinance (Chapter 310)

商業登記條例 (香港法例第 310 章)

Business Registration Regulations

商業登記規例

BUSINESS BRANCH REGISTRATION CERTIFICATE
商業/分枝登記證NAME OF BUSINESS
業務所用名稱

D W B ATHCO (HK). LIMITED

9/F The Peninsula Office Tower,
18 Middle RdADDRESS
地址
~~FLAT/RM 301 3/F~~
~~KNUTSFORD COMM~~
~~BLDG 4-5 KNUTSFORD~~
~~TERRACE TST~~

KL

NATURE OF BUSINESS I/E
業務性質STATUS
法律地位

CORPORATION

~~XXXXXXXXXX~~
~~XXXXXXXXXX~~
DATE OF EXPIRY
有效期間

Valid until 有效期至

Certificate No. 登記證號碼

Fee & Levy 登記費及費

21/06/98

13706001-000-06-97-3

\$2,250

98 MAR 31 PM 1:39

 FILED
 SECRETARY OF STATE
 DIVISION OF REGISTRATIONS

ATTENTION (本欄中文本請細閱)

Sec. 8(5)

Provides that the issue of a business registration certificate shall not be deemed to imply that the requirements of any law in relation to such business or to the persons carrying on the same or employed therein has been complied with.

Sec. 7(2)

Requires every person carrying on business to notify the Commissioner of the non-receipt of the demand notice in writing within 1 month of the expiry of the existing certificate.

Sec. 8

(1) Where there occurs any change in the particulars of a business as set out in the form of application for registration any person carrying on such business shall within one month of such change notify the Commissioner in writing thereof.

Sec. 12

(2) Where a business ceases to be carried on, any person who was carrying on such business shall within one month of the cessation notify the Commissioner in writing thereof.

Sec. 15(1)

Provides that valid business registration certificate or valid branch registration certificate shall be displayed at every address where business is carried on.

Sec. 15(1)

Provides penalties for offences against the Ordinance consisting of a fine of \$5,000 and imprisonment for 1 year.

Sec. 21

Provides for paying all moneys received as levy to the Protection of Wages on Insolvency Fund.

PLEASE PRODUCE THIS CERTIFICATE AND DEMAND NOTE INTACT AT TIME OF PAYMENT. THIS DEMAND NOTE WILL ONLY BECOME A VALID BUSINESS REGISTRATION CERTIFICATE UPON PAYMENT.

繳款時請將此商業登記證及繳款通知書完整交出。在付款後，本繳款通知書方成為有效的商業登記證。

RECEIVED FEE AND LEVY HERE STATED IN PRINTED FIGURES. (Please see payment instructions overleaf.)
繳印所示登記費及繳費收訖。(請參閱背面繳款辦法所載內容)

HOB 101 (11/98)

HOB 101 (11/98)

117/06/92.02A 50/005/305 CHQ 775816 \$2,250.00