

# L980000001152



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 884754 118429A

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 337.50

FILED  
SECRETARY OF CORPORATIONS  
98 JUL 21 PM 2:12

ORDER DATE : July 8, 1998

ORDER TIME : 11:35 AM

ORDER NO. : 884754-005

CUSTOMER NO: 118429A

000002594370--5

CUSTOMER: Steven P. Lee, Esq  
STEVEN P. LEE, ESQ

1699 Coral Way, Suite 502

Miami, FL 33145

DOMESTIC FILING

NAME: ASIAN PARTNERS OF FLORIDA, LLC

EFFECTIVE DATE:

(5)

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

*ne*  
*7/21/98*

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

ASIAN PARTNERS OF FLORIDA, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 11133 Northwest 2nd Court, Coral Springs, Florida 33071.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32391 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

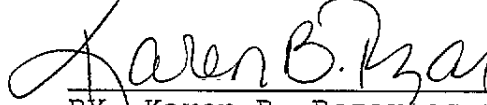
The Limited Liability Company is to be managed by the managing members and the names and addresses of the managing members are:

Liu Song Wen 60% Owner	11133 Northwest 2nd Court, Coral Springs, Florida 33071
Anthony M.C. Chang 40% Owner	Same as above

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The undersigned authorized representative of a member of  
ASIAN PARTNERS OF FLORIDA, LLC hereby executes these articles  
organization on this 21st Day of July 1998.

CORPORATION SERVICE COMPANY



BY: Karen B. Rozar as its agent  
as authorized representative of  
ASIAN PARTNERS OF FLORIDA, LLC.

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation  
authorized to transact business in this State, having a  
business office identical with the registered office of the  
Limited Liability Company 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 608.415 or  
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

Dated: July 21, 1998

CKS

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98 JUL 21 PM 2:12LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of ASIAN PARTNERS OF FLORIDA, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this  
17 day of July, 1998.

WITNESS

Theresa C. Chang

TYPED OR PRINTED NAME

WITNESS

STEVEN P. LEE

TYPED OR PRINTED NAME

SIGNATURE

Anthony M.C. Chang

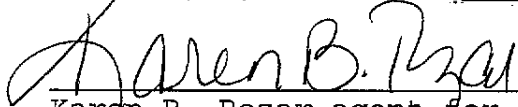
TYPED OR PRINTED NAME

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ASIAN PARTNERS OF FLORIDA, LLC deposes and says:

- 1) the above named limited liability company has at least two members:
- 2) the total amount of cash contributed by the member(s) is \$2,000,000.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$1,000,000.00:
- 4) the amount of cash or property anticipated to be contributed by member(s) is -0-:
- 5) the total amount of 2, 3, and 4 is: \$3,000,000.00.



Karen B. Rozar agent for Corporation Service Company in its capacity as authorized representative of a member of ASIAN PARTNERS OF FLORIDA, LLC.

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