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LAW OFFICE

ELAINE M. GATSOS
SUITE 210-INTERSTATE PLAZA
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BOCA RATON, FLORIDA 33486

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March 29, 2000

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

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*****78.75 *****78.75

Re: The Asian League of the Americas, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for The Asian League of the Americas, Inc., and a copy for certification, together with our \$78.75 check for the filing fee.

Please return the certified copy to the undersigned. Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Elaine M. Gatsos".

Elaine M. Gatsos

EMG/cyn
Enclosures

FILED
03 APR -4 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc
4/S

ARTICLES OF INCORPORATION
OF
THE ASIAN LEAGUE OF THE AMERICAS, INC.

FILED
03 APR -4 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation to form a corporation not for profit under Chapter 617 of the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

THE ASIAN LEAGUE OF THE AMERICAS, INC.

and its initial post office address and its principal office for the conduct of business is:

1499 West Palmetto Park Road, Suite 210
Boca Raton, Florida 33486

ARTICLE II
NOT FOR PROFIT

The Corporation is a not for profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

ARTICLE III
PURPOSE

The general nature of the corporation is:

(a) Generally, to promote Asian educational, cultural and business opportunities in the Americas.

(b) To exercise all rights and powers conferred by the Laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort of nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

(c) To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV
TERM

The term for which this Corporation shall exist shall be perpetual.

ARTICLE V
MEMBERS

The Corporation shall have Voting Members who shall become members pursuant to the qualifications set forth in the By-Laws.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The management of this Corporation shall be vested in a Executive Board of Directors. The number of Directors constituting the initial Executive Board of Directors shall be two. The number of Directors may be increased from time to time in accordance with the By-Laws, but shall never be less than three. The Directors shall be elected as set forth in the By-laws. The name(s) and address(es) of the initial director(s) of this corporation are:

Linda J. Walden
11849 Sunchase Court
Boca Raton, Florida 33498

Ken W. Chin
434 Broadway, 9th Floor
New York, New York 10013

David McDaniel
2102 N. Sherwood Drive
Valdosta, Georgia 31602

ARTICLE VII
OFFICERS

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient.

ARTICLE VIII
INCORPORATORS

The name and address of each Incorporator is as follows:

Linda J. Walden
11849 Sunchase Court
Boca Raton, Florida 33498

ARTICLE IX
BY-LAWS

The By-Laws are to be made and adopted by the Executive Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the extent permitted by the Laws of the State of Florida.

ARTICLE XI
NONSTOCK BASIS

This Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock.

ARTICLE XII
INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 1499 W. Palmetto Park Road, Suite 210, Boca Raton, Florida 33486 and the name of the initial registered agent of this Corporation is: ELAINE M. GATSOS, ESQUIRE.

ARTICLE XIII
AMENDMENT

These Articles of Incorporation of this Corporation may be amended, changed, altered or

repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon Voting Members herein are granted subject to this reservation.

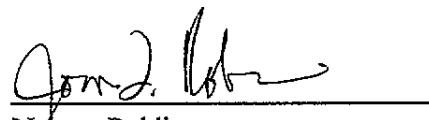
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of March, 2000.


LINDA J. WALDEN

STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, LINDA J. WALDEN, known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 28 day of March, 2000.


Notary Public

My Commission No.:
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF 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.

That Corporation, desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation located at address appoints agent 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 the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relating to keeping open said office.


Registered Agent

FILED
00 APR -4 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA