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TRANSMITTAL LETTER

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

100003116391--7  
-01/31/00--01107--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Subject: CHANG'S GROUP, INC.

Enclosed is an original and one (1) copy of the articles of  
incorporation and a check for: \$70.00

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN 31 AM 11:06

FROM: JOHN J. HSIUNG

7005, Shenandoah Court,

Tampa, Florida 33615

Telephone : 813-882-3561

ARTICLES OF INCORPORATION

OF

CHANG'S GROUP, INC.

The undersigned subscribers to the Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is CHANG'S GROUP, INC.

ARTICLE II - CORPORATE OFFICE

The office and principal place of business shall be located at 118 SARASOTA QUAY, SARASOTA, FL. 34236. County of SARASOTA

ARTICLE III - NATURE OF BUSINESS

A

The purpose of the business is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

B

To hold, lease, purchase and convey real and personal property and to mortgage or lease the same with its franchises and to own and operate rental real estate such as apartments, business offices or stores.

C

To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge deed of trust, or by any other lawful means.

D

For the acquisition of property, business rights or franchises, or for additional working capital, or for any other object on or about its businesses or affairs, and without limit to the amount, to incur debt, and to raise, borrow and secure payment of money in any lawful manner, including the issue and sale or other dispositions of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

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TALLAHASSEE, FLORIDA

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To buy, sell, own, or otherwise dispose of its own stock or stock in any other firm, company or corporation and to vote the same as if owned by an individual.

F

To do and perform any other acts or things to exercise any and all powers which a partnership or natural person could do or exercise and which are now or thereafter may be authorized by law; generally to make and perform contracts of any kind and description for the purpose of attaining any of the objects of the corporation; and generally to do and perform any of the things necessary or incidental to the performing or carrying out of the powers herein above specifically delegated or implied and which specifically conferred by law permitted.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 1000 shares of common stock having a par value of \$1.00.

ARTICLE V - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 318 SARASOTA QUAY, SARASOTA, FL. 34236, and its initial registered agent at such address is TONY CHANG. The mailing address will be the same.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of director of the corporation is two. The number of directors may change from time to time by the By-Laws adopted by the stockholders but shall never be less than one. The names and addresses of the persons who are to serve as a member of the initial board of directors and their shares are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS/SHARES</u>
TONY CHANG	PRESIDENT	2374 TURNBERRY COURT, NAPLES, FL. 34109/15%
JERRY WINKLER	VICE PRES.	4179 WESTMINSTER DR. SARASOTA, FL. 34241/15%
GEORGE H.S. LIN	DIRECTOR	18 GLASTONBURG PL. LAGUNA NIGUEL CA 92677/15%
LIN CHANG	D/TREASURY	2374 TURNBERRY COURT, NAPLES, FL. 34109/15%
HSIN TING CHANG	DIRECTOR	2374 TURNBERRY COURT, NAPLES, FL. 34109/40%

### VIII - INCORPORATORS

The name and address of incorporator of these Articles of Incorporation are:

NAMES

ADDRESS

TONY CHANG	2374 TURNBERRY COURT, NAPLES, FL. 34109
JERRY WINKLER	4179 WESTMINSTER DR. SARASOTA, FL. 34241
GEORGE H.S. LIN	18 GLASTONBURG PL. LAGUNA NIGUEL CA 92677
LIN CHANG	2374 TURNBERRY COURT, NAPLES, FL. 34109
HSIN TING CHANG	2374 TURNBERRY COURT, NAPLES, FL. 34109

### ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meeting by a majority of the stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS THEREOF, We have hereunto set our hands and seal, acknowledged and filed the following Articles of Incorporation under the laws of the State of Florida this 27th day of JANUARY, 2000.

  
\_\_\_\_\_  
TONY CHANG  
PRESIDENT

  
\_\_\_\_\_  
JERRY WINKLER  
VICE PRESIDENT

  
\_\_\_\_\_  
GEORGE H.S. LIN  
DIRECTOR

  
\_\_\_\_\_  
LIN CHANG  
DIRECTOR/TREASURY

  
\_\_\_\_\_  
HSIN TING CHANG  
DIRECTOR

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE AGENT UPON WHOM PROCESS MAY BE SERVED**

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

CHANG'S GROUP, INC., having been organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of SARASOTA, County of SARASOTA, State of Florida, and has TONY CHANG with offices at 318 SARASOTA QUAY, SARASOTA, FL. 34236 as its agent to accept Service of Process within the State.

Having been named to accept Service of Process for the above named corporation, at the place designated in this certificate, I hereby accept and agree to act in said capacity, and agree to comply with the provisions of said act relative to keeping office open.

  
\_\_\_\_\_  
TONY CHANG, REGISTERED AGENT