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January 26, 2000

FILED
00 JAN 31 AM 11:37
TALLAHASSEE, FLORIDA

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

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-01/31/00--01111--017
*****78.75 *****78.75

Gentlemen:

Enclosed please find my trust account check in amount of \$78.75 together with original and one copy of Articles of Incorporation for the following corporation(s):

PANDA KITCHEN, INC.

Please file and send certified copy of same to the undersigned.

Sincerely,
RICHARD J. HAYS, P.A.

Richard J. Hays
Richard J. Hays

RJH:cbs/encls.

S. Thompson FEB 04 2000

ARTICLES OF INCORPORATION

OF

PANDA KITCHEN, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PANDA KITCHEN, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3468 NW 112th Terrace
Coral Springs, FL 33065

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares @ \$10.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

KAM YIU YEUNG
3468 NW 112th Terrace
Coral Springs, FL 33065

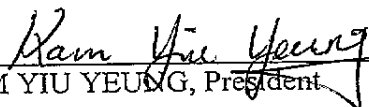
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00 JAN 31 AM 11:37
TALLAHASSEE FL 32309
STATE OF FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

KAM YIU YEUNG
3468 NW 112th Terrace
Coral Springs, FL 33065

The undersigned has (have) executed these Articles of Incorporation this 26th day of January, 2000.


KAM YIU YEUNG, President

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

PANDA KITCHEN, INC.

2. The name and address of the registered agent and office is:

KAM YIU YEUNG
3468 NW 112th Terrace
Coral Springs, FL 33065

FILED
00 JAN 31 AM 11:37
CLERK OF COURT
TALLAHASSEE, FLORIDA

SIGNATURE

Kam Yiu Yeung
KAM YIU YEUNG

TITLE: President

DATE: January 26, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Kam Yiu Yeung
KAM YIU YEUNG

DATE: January 26, 2000