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Panda Express Inc. of Tampa
8416 N 56th St
TEMPLE TERRACE, FL 33617

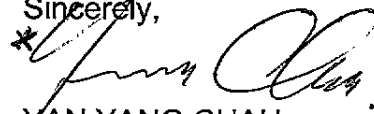
January 1, 2000

Bureau of Corporate Records,
Florida Department of State,
P.O. Box 6327,
Tallahassee, FL 32314.

Dear sirs,

I am filing the Articles of Incorporation for my new company, *PANDA EXPRESS INC. OF TAMPA*. Enclosed are the Articles and a check for \$70.00 for appropriate fees. Thanks.

Sincerely,



YAN YANG CHAU
Incorporator

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

No Copy
K. Rolfe

FEB 18 2000

W00-3733



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 10, 2000

YAN YANG CHAU
8416 N 56TH STREET
TEMPLE TERRACE, FL 33617

SUBJECT: PANDA EXPRESS INC. OF TAMPA
Ref. Number: W00000003733

We have received your document for PANDA EXPRESS INC. OF TAMPA, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent	
Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Kimberly Rolfe
Corporate Specialist Supervisor

Letter Number: 200A00007116

ARTICLES OF INCORPORATION

THE UNDERSIGNED, ACTING AS INCORPORATORS OF A CORPORATION,
PURSUANT TO CHAPTER 607, FLORIDA STATUTES, ADOPT THE
FOLLOWING ACTIONS OF INCORPORATION FOR SUCH CORPORATION.

ARTICLE I

The name of the corporation is:

Panda Express Inc. of Tampa

and the initial principle address of the corporation is :

8416 N 56th St., TEMPLE TERRACE, FL 33617

ARTICLE II

The period of duration of this corporation is PERPETUAL,
unless dissolved according to law, Corporate existance shall
commence upon THE DATE OF THIS ARTICLE BEEN FILED WITH THE
STATE OF FLORIDA, DEPARTMENT OF CORPORATION.

ARTICLE III

The Corporation is organized for the purpose of engaging in
any activity or business permitted under the laws of the
State of Florida and the United States.

ARTICLE IV

The aggregate number of shares which the corporation shall
have authority to issue are 1000 SHARES, and all of such
shares are issued AT PAR VALUE of \$0.10 PER SHARE.

ARTICLE V

The street address of this corporation's initial registered
office is :

8416 N 56th St., TEMPLE TERRACE, FL 33617

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and the name of its initial registered agent at such address
is YAN YANG CHAU.

ARTICLE VI


The name and address of the incorporator is:

YAN YANG CHAU, 8416 N 56th St., TEMPLE TERRACE, FL
33617.

Dated the January 1, 2000, IN WITNESS WHEREOF, the
undersigned being the incorporators of this corporation have
executed these Articles of Incorporation.

Signature of Incorporator

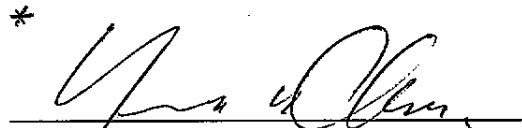
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Yan Yang CHAU

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above
stated corporation, at the designated in this certificate, I
hereby agree to action this capacity, and I further agree to
comply with the provisions of all statues relative to the
proper and complete performance of my duties, and I accept
the duties and obligations of section 607-325 Florida
Statues.

*


Yan Yang CHAU

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TALLAHASSEE, FLORIDA