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TRANSMITTAL LETTER

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

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-02/18/00--01060--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: CHINA EXPRESS OF SEBASTIAN, INC.  
(Proposed Corporate Name - must include suffix)

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

<u>      </u> \$70.00	<u>  X  </u> \$78.75	<u>      </u> \$122.50	<u>      </u> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: YING YIN NG  
NAME (PRINTED OR TYPED)  
11608 U.S HWY ONE  
ADDRESS  
SEBASTIAN, FL 32958  
CITY, STATE & ZIP CODE  
(561)388-5200  
DAYTIME PHONE NUMBER

FILED  
00 FEB 18 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

gjc 8/23

ARTICLES OF INCORPORATION  
OF  
CHINA EXPRESS OF SEBASTIAN, INC.

FILED  
00 FEB 18 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, being of full age, sui juris and citizens of the United States, hereby file these Articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be China Express of Sebastian Inc.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, but is primarily designed to engage in Restaurant Operation.

ARTICLE III

The total authorized capital stock of this corporation shall be 1000 shares of common stock of par value of \$1.00 per share. Said stock shall be paid for in cash or property, labor or services at a just valuation to be fixed by the incorporator in the manner provided for by statutes, and the stock shall be issued in accordance with such valuation. The capital stock shall be Section 1244 stock.

#### ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

#### ARTICLE V

The corporation shall have perpetual existence unless sooner dissolved according to law.

#### ARTICLE VI

The principal place of business and general office of this corporation shall be at 11608 U.S. Hwy One, Sebastian, Florida 32958, but it may maintain offices and transact business at such other places, either within or without the State of Florida, as the Board of Directors may from time to time provide by resolution. The registered agent for the corporation shall be Ying Yin NG whose business office is located at 11608 U.S Hwy One, Sebastian, Florida, which office is hereby designated as the registered office of the corporation.

#### ARTICLE VII

The business of the corporation shall be conducted by a president, a vice-president, a secretary and treasurer, and a board of directors not less than the minimum required by law, or more than five. All stockholders shall possess voting power. Each member of the board of directors shall be elected at the meeting of the shareholders and each of the above designated officers, shall be elected by the board of directors and shall hold office until their successors are elected or appointed. The name and street address of the first officers and directors of the corporation are:

President , Secretary, Treasurer  
Vice-President

Ying Yin NG  
11608 U.S. Hwy One  
Sebastian, FL 32780

#### ARTICLE VIII

The highest amount of indebtedness to which this corporation may at any time subject itself shall be unlimited.

#### ARTICLE IX

The name and post office address of the incorporators of this corporation and the amount of stock subscribed for by them are as follows:

Ying Yin NG  
11608 U.S. Hwy One  
Sebastian, FL 32958

100 shares

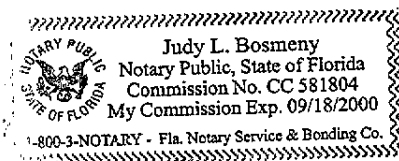
IN WITNESS THEREOF, I have hereunto set my hand and seal to the foregoing Articles of Incorporation, and acknowledged this instrument to be filed in the office of the Secretary of State, State of Florida, the 15 day of Feb., 2000.

*Ying Yin NG*  
Ying Yin NG IO PL Duke

STATE OF FLORIDA  
COUNTY OF ~~BREVARD~~ Indian River

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements, personally appeared Ying Yin NG, personally known to me to be the person described in and who acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 15 day of Feb, 2000.



*Judy L Bosmeny*  
Notary Public  
Judy L Bosmeny  
Notary Name Printed

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

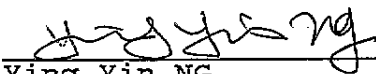
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FILED

In pursuance of Section 48.091, Florida Statutes,  
following is submitted in compliance with said Act:

China Express of Sebastian, Inc. desiring to organize under  
the laws of the State of Florida with its principal office as  
indicated in the Articles of Incorporation, in Sebastian, County  
of Indian River, State of Florida, has named Ying Yin NG, located  
at 11608 U.S. Hwy One, Sebastian, Florida, as its agent to accept  
service of process within this state. 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 provisions of said  
Act relative to keeping open said office.

DATED this 16 day of Feb, 2000.

Accepted by   
Ying Yin NG