

P01000019469

DAVID L. DEES

Attorney at Law

3300 NORTH PACE BOULEVARD
SUITE 315
POST OFFICE BOX 12602
PENSACOLA, FLORIDA 32574

PHONE (850) 432-2407
FAX (850) 432-2408

9 February 2001

FILED
01 FEB 12 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: *NEW China Dow, Inc.*
New Century, Inc.

Dear Sir/Madam:

Enclosed herewith please find original and one copy of Articles of Incorporation and a check in the sum of \$78.75. Thank you for your kind assistance in this matter.

Sincerely,

David L. Dees

David L. Dees 400003673964--3

-02/12/01-01040-011
*****78.75 *****78.75

DLD;jd

Enclosures

2/14/01 PH
2/23/01

DAVID L. DEES
Attorney at Law

3300 NORTH PACE BOULEVARD
SUITE 315
POST OFFICE BOX 12602
PENSACOLA, FLORIDA 32574

PHONE (850) 432-2407
FAX (850) 432-2408

23 February 2001

FAX COVER LETTER

TO: Secretary of State
Division of Corporations

ATTN: Pam Hall

Re: New China Doll, Inc.

Dear Ms. Hall:

The following is the revised first page of the Articles of Incorporation of New China Doll, Inc. Thank you for your kind assistance in this matter.

Sincerely,



David L. Dees

FILED
01 FEB 12 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
NEW CHINA DOLL, INC.

ARTICLE I. NAME

The name of the corporation is New China Doll, Inc.

ARTICLE II. COMMENCEMENT AND DURATION

This corporation is to commence its corporate existence on the date of the filing and acknowledgment of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of providing goods and services attendant to the operation of a restaurant.

ARTICLE IV. PRINCIPAL OFFICE

The address of the corporation's principal office shall be 6895-D North 9th Avenue, Pensacola, FL 32504, and the mailing address of the corporation shall be the same.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7500) shares of One (\$1.00) Dollar par value common stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series, as that which he already holds, shall have the right to purchase his prorata

share (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3300 North Pace Boulevard, Suite 315, Pensacola, FL 32505, and the name of the initial registered agent of this corporation at that address is David L. Dees.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time as provided in the by-laws. However, the number of directors shall never be less than one.

ARTICLE IX. INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Xiang Yun Yuan
116 Saraland Loop
Saraland, AL 36571

Li M. Huang
1701 Aspen Wood Court
Mobile, AL 36609

Chu Yin Chiang
1360 Random Oaks Place
Pensacola, FL 32514

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially through the following persons and in the amount set

opposite their name:

Xiang Yun Yuan	900 Shares
Li M. Huang	1050 Shares
Chu Yin Chiang	1050 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XI. DIRECTORS

The directors of the corporation shall be voted upon for election once every year. The initial directors shall be Xiang Yun Yuan, Li M. Huang, and Chu Yin Chiang.

ARTICLE XII. REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term except for malfeasance in office.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the board of

directors.

ARTICLE XIV. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

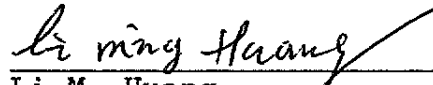
ARTICLE XV. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 30 day of January, 2001.



Xiang Yun Yuan



Li M. Huang



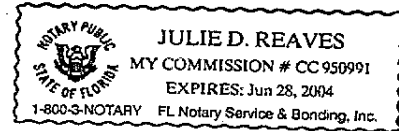
Chu Yin Chiang

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing document was acknowledged before me this 25 day of January, 2001, by Xiang Yun Yuan and Chu Yin Chiang, who furnished AL Lic No. 7169462, FL Lic C520-119-69-747-0, respectively, as identification, and who did not take an oath.

Julie D. Reaves
Julie D. Reaves, Notary Public



STATE OF ALABAMA

COUNTY OF Baldwin

The foregoing document was acknowledged before me this 30th day of January, 2001, by Li M. Huang, who is personally known to me, or who furnished Drivers license as identification, and who did not take an oath.

[Signature]
Notary Public
My Commission Expires 11/24/2003

ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 F.S.A., the undersigned accepts appointment as Registered Agent of New China Doll, Inc. and agrees to maintain office hours as required by law during the term of appointment.

Dated this 30 day of January, 2001.

David L. Dees
David L. Dees

FILED
01 FEB 12 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA