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TRANSMITTAL LETTER

February 23, 2001

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

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

Enclosed are the original and one (1) copy of the Articles of Incorporation for **Giau Nguyen, Inc.** with a check of \$70.00 for filing fee. Please return one stamped copy of the articles to the following:

Giau Nguyen
2126 W Brandon Blvd
Brandon, FL 33511
(813) 689-7429

FILED
01 FEB 26 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH 2/28/01

ARTICLES OF INCORPORATION

FILED

01 FEB 26 PM 12:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate name is **Giau Nguyen, Inc.**

ARTICLE TWO

Duration

The duration of the Corporation is perpetual.

ARTICLE THREE

Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the Corporation has authority to issue is (1000) all of which shall be common shares with a par value of One Dollar.

ARTICLE FIVE

Registered-Office

The street address of the initial registered office of the Corporation is 2126 W Brandon Blvd, Brandon, FL 33511 and the name of the initial Registered Agent at such address is Giau Nguyen.

ARTICLE SIX

Directors

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors. The number of directors may be increased or diminished from time to time as provided by the Bylaws, but shall never be less than one. The names and address of the initial director of this Corporation is Giau Nguyen, 2126 W Brandon Blvd, Brandon, FL 33511.

ARTICLE SEVEN

Incorporators

The name and address of the incorporator of this Corporation is Giau Nguyen, 2126 W Brandon Blvd, Brandon, FL 33511.

ARTICLE EIGHT

Indemnification

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

FILED

CERTIFICATE OF REGISTERED AGENT 01 FEB 26 PM 12:12

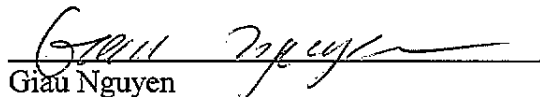
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act that **Giau Nguyen, Inc.** desiring to organize under the laws of the State of Florida, with its principal place of business at 2126 W Brandon Blvd, Brandon, FL 33511 named **Giau Nguyen**, located at 2126 W Brandon Blvd, Brandon, FL 33511, its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 19th day of February, 2001.


Giau Nguyen
Registered Agent