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INTERSTATE FILING SERVICES CENTER
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New York, NY 10002

Tele 212-925-9406

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April 6, 2001

Florida Secretary of State
Division of Incorporation
409 East Gaines Street
Tallahassee, FL 32399

Re: CHINA BUFFET OF AMERICA INC.

800003992698--7

-04/11/01--01103--004

****122.50 *****78.75

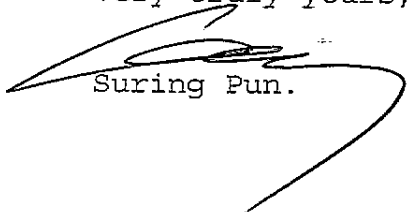
Dear Sir,

Enclosed please find one set of Certificate of Incorporation together with a check in amount of \$122.50. (\$70.00 Filing fee and \$52.50 for a certify copy of the Certificate of Incorporation). Please file ONLY the first Available name. (one Corporation)

Please use the enclosed Airbill for the Certify copy of the certificate of incorporation.

Should you need any additional information, please do not hesitate to contact me.

Very truly yours,


Suring Pun.

01 APR -9 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
CHINA BUFFET OF AMERICA INC.

The Undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

CHINA BUFFET OF AMERICA INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in the **Restaurant** business and the transacting of any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - CAPITAL STOCK

The amount of the capital stock which the corporation shall have authority to issue is FIVE HUNDRED (500) SHARES of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE IV - DURATION

The corporation is to exist perpetually commencing at the time of filing of these Articles of Incorporation by the Department of State.

ARTICLE V - DIRECTORS

The corporation shall have one director initially. The number of director may be increased or diminished from time to time by the By-Laws adopted by the stockholders. The name and street address of the director of the first Board of Director is:

Chang Yi Lin, President, Vice President, Secretary, Treasurer
3425 Nest Vine Street,
Kissimmee, FL 34741

ARTICLE VI - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Martin Wong
17 East Broadway, #204
New York, NY 10002

ARTICLE VII - BY-LAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

3425 Nest Vine Street
Kissimmee, FL 34741.

The name of the Initial Registered Agent at that office is:

Chang Yi Lin

IN WITNESS WHEREOF, the undersigned incorporator of China Buffet of America Inc. has executed these Articles of Incorporation, this 31th day of March, 2001.


Incorporator, Martin Wong

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CHINA BUFFET OF AMERICA INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 3425 Nest Vine Street, Kissimmee, FL 34741, Osceola County, Florida, has named Ling Wu Yang located at 3425 Nest Vine Street, Kissimmee, FL 34741, Osceola County, Florida, as its agent to accept service of process within this State.

ACCEPTANCE

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.

Chang Yi Lin

Chang Yi Lin
3425 Nest Vine Street
Kissimmee, FL 34741.

01 APR -9 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA