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18 E. Broadway 6/Fl.  
New York, NY 10002

Tele: 212-925-9406

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June 12, 2001

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

Re: NEW CHINA OF ORLANDO INC.

Dear Sir,

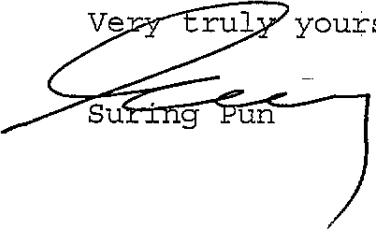
400004421334--6  
-06/15/01--01008--003  
\*\*\*\*122.50 \*\*\*\*78.75

Enclosed please find a 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 the first available name.

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

D. WHITE JUN 15 2001 *hr*

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01 JUN 14 PM 6:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

**01 JUN 14 PM 6:49**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

ARTICLES OF INCORPORATION  
OF  
NEW CHINA OF ORLANDO 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:

NEW CHINA OF ORLANDO 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:

Ming Le Zhang, President, Vice President, Secretary, Treasurer  
7649 West Colonial Drive, Suite# 160,  
Orlando, FL 32818.

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

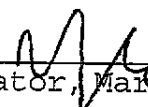
The street address of the initial registered office of this corporation is:

7649 West Colonial Drive, Suite# 160,  
Orlando, FL 32818.

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

Ming Le Zhang

IN WITNESS WHEREOF, the undersigned incorporator of NEW CHINA OF ORLANDO INC. has executed these Articles of Incorporation, this 12th day of June, 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 New China of Orlando Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 7649 West Colonial Drive, Suite# 160, Orlando, FL 32818, Orange County, Florida, has named Ming Le Zhang located at 7649 West Colonial Drive, Suite# 160, Orlando, FL 32818, Orange 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.



Ming Le Zhang  
7649 West Colonial Drive, Suite# 160  
Orlando, FL 32818.

**FILED**  
01 JUN 14 PM 6:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA