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Reply To: Hobe Sound

August 13, 2001

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

FILED
01 AUG 15 PM 3:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

To whom it may concern,

Please find enclosed an original and one copy of Articles of Incorporation for Gary Woo, Inc. A check is included from pre subscription incorporator, Mr. Gary Galimidi in the amount of \$78.75 to cover filing fees, agent fees and return of one certified copy of the Articles.

Thank you,

Patrick Fogarty

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ARTICLES OF INCORPORATION

OF

GARY WOO, INC.,
A Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be GARY WOO, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is:

1. To operate Oriental restaurants, lounges and catering.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Corporation Act.
3. To do such other things as are incidental to the foregoing, or necessary or desirable, in order to accomplish the foregoing, including borrowing or raising money for any purpose of the corporation, securing the same, mortgaging all or any part of the corporate property, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of one United State's Dollar (\$1.00)

ARTICLE V

The name of the initial resident office and initial registered agent is Patrick V. Fogarty, 8949 SE Bridge Road, #303, Hobe Sound, FL 33455 FL

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one.

The name and addresses of each person who is to serve as a member of the initial Board of Directors is:

Gary Galimidi, 8949 SE Bridge Road, #303, Hobe Sound FL 33455.

ARTICLE VII

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record and by not more than ten (10) persons. Stock will be issued and transferred only to: 1) natural persons; 2) estates; or 3) a trust described in 26 U.S.C.S. Section 1371 defining a qualified "small business corporation." In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE VIII

It is the intention of the incorporators of this corporation that the first Board of Directors adopt a plan under section 1244 of the internal Revenue Code, allowing a limited ordinary loss to individuals for loss on stock of a "small business corporation" which qualifies under the Code

ARTICLE IX

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any shares of the corporation without first offering such shares for the sale to the corporation at the net asset value thereof. If the corporation fails or refuses to make satisfactory arrangements for the purchase of such shares within ninety (90) days from the written notice thereof, the

stockholder shall have the right to dispose of the shares as he may see fit.

ARTICLE X

The name and address of each incorporator is:

Gary Galimidi, 8949 SE Bridge Road, #303, Hobe Sound, FL 33455.

Executed by the undersigned at Boca Raton, Palm Beach County, Florida on this 16 day of July, 2001.




Gary Galimidi

STATE OF FLORIDA}

COUNTY OF PALM BEACH}

I hereby certify that on this day, before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appeared Gary Galimidi, who is known personally to me, or who produced identification, described as FLORIDA, and who executed the foregoing Articles of Incorporation as subscriber and acknowledged before me that he subscribed to those Articles of Corporation.

WITNESS my hand and Seal in the County of Palm Beach and in the State of Florida this 16 day of July, 2001.


JEFFREY YARISH
Notary Public, State of Florida
My Commission Exp. APRIL 2, 2002
No. CC 730178

Print name:

NOTRAY PUBLIC, FLORIDA

Serial Number:

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE RESIDENT AGENT
UPON WHICH PROCESS MAY BE SERVED**

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

That **GARY WOO, INC.**
desiring to organize under the laws of the state of Florida, with its principal place office as indicated in the Articles of Incorporation at:

8949 SE Bridge Road, #303, Hobe Sound, FL 33455

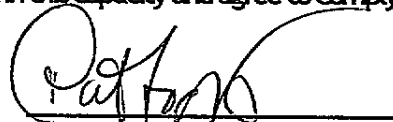
has named:

**Patrick Fogarty
8949 SE Bridge Road, #303,
Hobe Sound, FL 33455**

As its registered agent to accept service of process with in the State of Florida.

ACKNOWLEDGMENT

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.



**Patrick Fogarty
8949 SE Bridge Road, #303
Hobe Sound, FL 33455**