

Charter Number Only

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REGISTRATION ONLY

Registrar's Name _____
 Address _____
 City _____ State _____ ZIP _____ Phone _____

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

CORPORATION(S) NAME

DUC Nhu Holdings, Inc.

FILED
 02 JAN 15 PM 9 59
 TALLAHASSEE FLORIDA

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Pick Up

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 02 JAN 15 PM 12:27
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

Name	
Availability	
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Examiner	
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Verifier	
Acknowledgment	
W.P. Verifier	

ALAN S. ZANGEN, P.A.
ATTORNEY AT LAW

ALAN S. ZANGEN*

* MEMBER FLORIDA BAR, NEW YORK BAR
AND ILLINOIS BAR

WELLINGTON CORPORATE CENTER
1200 CORPORATE CENTER WAY
SUITE 201
WELLINGTON, FLORIDA 33414

TELEPHONE (561) 793-2400
FACSIMILE (561) 753-9966

January 10, 2002

Florida Secretary of State
Division of Corporations
P.O. Box 6327
The Capitol Building, Room 2001
Tallahassee, Florida 32314

Re: Duc Nhu Holdings, Inc.

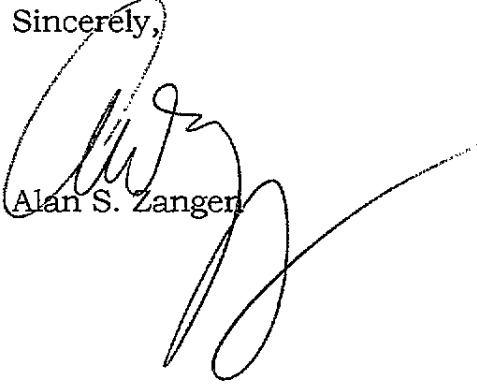
Dear Sir or Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation of the above-referenced corporation, and Certificate of Registered Agent for the above referenced corporation.

Additionally, enclosed is my check, number 13344, in the amount of \$70.00, representing the cost of incorporating. Please forward a conformed copy of the Articles to the attention of the undersigned.

Thank you for your prompt attention to this matter.

Sincerely,


Alan S. Zanger

ASZ:dz
Enclosures:

WPDocs\Trusts\Tien\SecState.ltr

ARTICLES OF INCORPORATION
OF
DUC NHU HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE: The name of the corporation is DUC NHU HOLDINGS, INC.

ARTICLE TWO: The duration of the corporation is perpetual.

ARTICLE THREE: The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any trade or business for any lawful purpose.

ARTICLE FOUR: The aggregate number of shares which the corporation is authorized to issue is ONE HUNDRED (100). Such shares shall be of single class, and shall have a par value of No and ten/one hundredths (\$0.10) Dollar per share.

ARTICLE FIVE: The street address of the initial principal office of the corporation is 200 N. Ocean Blvd., #1, Palm Beach, FL 33480, and the name of its initial registered agent is NGUYEN-HUU TIEN a/k/a RENE TIBO, at the same address.

ARTICLE SIX: The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of the persons who are to serve as member of the initial board of directors are:

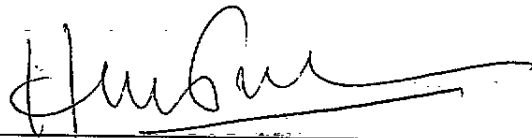
NGUYEN-HUU TIEN a/k/a RENE TIBO
200 N. Ocean Blvd., #1
Palm Beach, FL 33480

ARTICLE SEVEN: The name and address of the incorporator is:

NGUYEN-HUU TIEN a/k/a RENE TIBO
200 N. Ocean Blvd., #1
Palm Beach, FL 33480

ARTICLE EIGHT: The Articles of Incorporation may be amended in the manner provided by law.

EXECUTED by the undersigned at West Palm Beach, Florida, this 8th day of January, 2002.



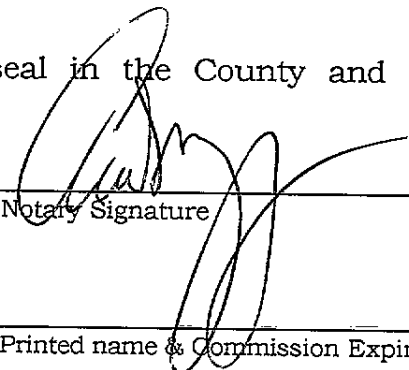
NGUYEN-HUU TIEN a/k/a RENE TIBO

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared NGUYEN-HUU TIEN a/k/a RENE TIBO, who

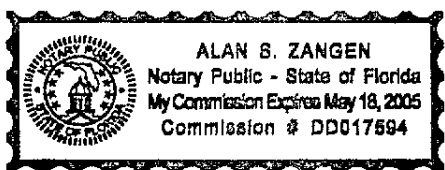
is personally known to me, or
 has produced _____ as identification
and who, being duly sworn, executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of January, 2002.



Notary Signature

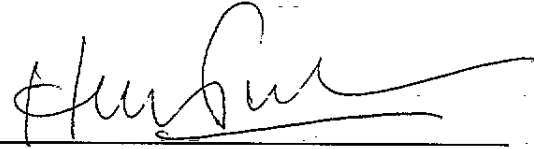
Printed name & Commission Expiration Stamp



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT DUC NHU HOLDINGS, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 200 N. OCEAN BLVD., #1, PALM BEACH, STATE OF FLORIDA, 33480, HAS NAMED NGUYEN-HUU TIEN a/k/a RENE TIBO, 200 N. OCEAN BLVD., #1, PALM BEACH, FL 33480, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

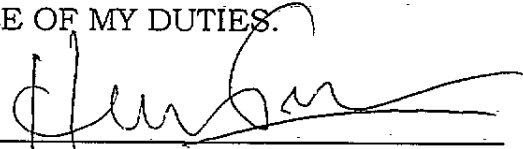


NGUYEN-HUU TIEN a/k/a RENE TIBO
INCORPORATOR

DATE: JANUARY 8, 2002

ACKNOWLEDGMENT OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



NGUYEN-HUU TIEN a/k/a RENE TIBO
INCORPORATOR

DATE: JANUARY 8, 2002

FILED
02 JAN 15 PM 12:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA