

# P02000028136

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Tele: 212-925-9406

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March 4, 2002

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

700005064007--0  
-03/07/02--01042--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: CHINA A OF FL INC.

Dear Sir,

Enclosed please find a set of Certificate of Incorporation together with a check in amount of \$78.75. (\$70.00 Filing fee and \$8.75 for a certify copy of the Certificate of Incorporation). Please file the first available name.

Please use the enclosed prepaid envelope for the Certify copy of the certificate of incorporation.

Should you need any additional information, please do not hesitate to contact me at 212-925-9406.

Very truly yours,

William Pun

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR -7 PM 12:52

3-14-02

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR -7 PM 12:52

ARTICLES OF INCORPORATION  
OF  
CHINA A OF FL 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 A OF FL 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:

Muxian Shi, President, Vice President, Secretary, Treasurer  
12950 Trade Way Four Unit #102,  
Bonita Springs, FL 34135

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:

12950 Trade Way Four, Unit #102,  
Bonita Springs, FL 34135.

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

Muxian Shi

IN WITNESS WHEREOF, the undersigned incorporator of China A of FL Inc. has executed these Articles of Incorporation, this 28th day of February, 2002.

Incorporator,  Martin Wong

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR -7 PM 12:52

**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 A OF FL INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 12950 Trade Way Four, Unit #102, Bonita Springs, FL 34135, Lee County, Florida, has named Muxian Shi located at 12950 Trade Way Four, Unit #102, Bonita Springs, FL 34135, Lee 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.

MUXIAN SHI

Muxian Shi  
12950 Trade Way Four, Unit #102,  
Bonita Springs, FL 34135.