

PHOTO 79170

June 22, 2002

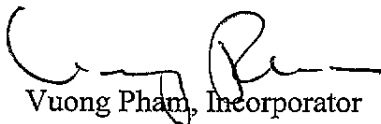
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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed are the original and one (1) copy of the Articles of Incorporation for **Pho Quyen Restaurant, Inc.** with a check for filing fee. Please return one stamped copy of the articles to the following:

Pho Quyen Restaurant, Inc.
4505 Park Blvd., #9-10
Pinellas Park, FL 33781
(727) 545-5678

Yours Sincerely,


Vuong Pham, Incorporator

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DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate name is **Pho Quyen Restaurant, Inc.**

ARTICLE TWO

Duration

The duration of the Corporation is perpetual.

ARTICLE THREE

Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the Corporation has authority to issue is (1000) all of which shall be common shares with a par value of One Dollar.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE FIVE

Registered-Office

The street address of the initial registered office of the Corporation is 4505 Park Blvd., #9-10, Pinellas Park, FL 33781 and the name of the initial Registered Agent at such address is Vuong Pham.

ARTICLE SIX

Directors

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors. The number of directors may be increased or diminished from time to time as provided by the Bylaws, but shall never be less than one. The names of the initial directors of this Corporation are Vuong Pham and Thien Nguyen. The address is 4505 Park Blvd., #9-10, Pinellas Park, FL 33781.

ARTICLE SEVEN

Incorporators

The name and address of the incorporator of this Corporation is Vuong Pham, 4505 Park Blvd., #9-10, Pinellas Park, FL 33781.

ARTICLE EIGHT

Indemnification

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act that **Pho Quyen Restaurant, Inc.** desiring to organize under the laws of the State of Florida, with its principal place of business at 4505 Park Blvd., #9-10, Pinellas Park, FL 33781, named **Vuong Pham**, located at 4505 Park Blvd., #9-10, Pinellas Park, FL 33781, its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 15th day of June, 2002


Vuong Pham, Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS