

Law Offices
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Boca Raton, Florida 33434

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Andrew B. Blasi
Andrew M. Dector*
Vincent J. Piazza
Raymond A. Piccin**
Michael B. Shapiro
*admitted in FL and NJ
**admitted in FL and NY

August 2, 2002

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*******78.75 *****78.75**

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

Re: Asian Dining, Inc.

Gentlemen:

In connection with the referenced entity, enclosed please find original Articles of Incorporation and Registered Agent Designation, together with a copy thereof and this firm's check in the amount of \$78.75 representing the filing fee and certified copy fee. Please stamp the enclosed copy and return with your receipt.

Thank you for your cooperation. Should you have any questions, please call.

Very truly yours,


Andrew B. Blasi

ABB/cyn
Enclosures

02 AUG -5 PM 1:12
DIVISION OF CORPORATIONS
SECRETARY OF STATE

SMITH AUG 06 2002

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ARTICLES OF INCORPORATION

OF

ASIAN DINING, INC.

02 AUG -5 PM 1:12
DIVISION OF CORPORATION
SECRETARY OF STATE

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

1. NAME. The name of the corporation is *ASIAN DINING, INC.*
2. PRINCIPAL OFFICE/MAILING ADDRESS. The principal office and mailing address of the corporation is 7860 Glades Road, Boca Raton, Florida 33434.
3. SHARES. The number of shares the corporation is authorized to issue is one thousand (1,000) shares. The par value for the authorized shares is One Dollar (\$1.00).
4. PREEMPTIVE RIGHTS. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.
5. INITIAL REGISTERED OFFICE AND AGENT. The name and street address of the initial registered agent and office of this corporation is:

PETER WONG

7860 Glades Road
Boca Raton, Florida 33434

6. INCORPORATOR. The name and address of the Incorporator is:

PETER WONG

7860 Glades Road
Boca Raton, Florida 33434

SUNG FAT HA

7860 Glades Road
Boca Raton, Florida 33434

7. **DIRECTOR.** The name and address of the initial director is:

PETER WONG

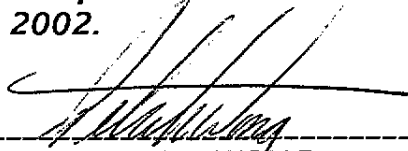
7860 Glades Road
Boca Raton, Florida 33434

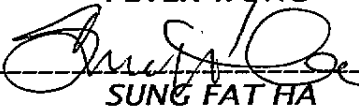
SUNG FAT HA

7860 Glades Road
Boca Raton, Florida 33434

8. **PURPOSE.** The purpose of the Corporation is to conduct all lawful business as is permissible under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 26 day of JULY, 2002.




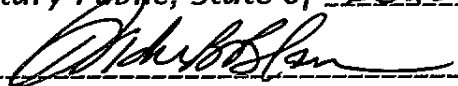
PETER WONG


SUNG FAT HA

STATE OF Florida
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this 26 day of JULY, 2002, before me, an officer duly authorized in the State of Florida, County of Palm Beach, aforesaid to take acknowledgments, personally appeared PETER WONG [] who is personally known to me, or [] who has produced Florida Driver's License as identification, the persons described in and who executed the foregoing instrument and [] who did [] who did not take an oath.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 26 day of JULY, 2002.


Notary Public, State of Florida

(PRINT NAME OF NOTARY PUBLIC)

My Commission Expires:



Andrew B. Blasi
Commission # QG 874534
Expires Oct. 25, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF Florida
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this 26 day of JULY, 2002, before me, an officer duly authorized in the State of Florida, County of Palm Beach, aforesaid to take acknowledgments, personally appeared SUNG FAT HA [] who is personally known to me, or [] who has produced FIA Div. License as identification, the persons described in and who executed the foregoing instrument and [] who did [] who did not take an oath.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 26 day of JULY, 2002.

Andrew B. Blasi
Notary Public, State of Florida

My Commission Expires:



Andrew B. Blasi
Commission # CG 874534
Expires Oct. 25, 2003
Bonded Through
Atlantic Bonding Co., Inc.

Andrew B. Blasi
(PRINT NAME OF NOTARY PUBLIC)

ACCEPTANCE OF REGISTERED AGENT

Having been named as resident agent for the above-stated corporation, 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 and I accept the duties and obligations under the Florida Statutes.

Peter Wong
PETER WONG

FILED
IN THE
CLERK'S OFFICE
JUL 26 2002
JUL 26 - 5 PM 1:12

STATE OF FLORIDA)
COUNTY OF BROWARD) ss.

I HEREBY CERTIFY that on this 26th day of JULY, 2002, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared PETER WONG, [] who is personally known to me, the person described in and who executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last
aforesaid this 26th day of JULY, 2002.



Andrew B. Blasi
Commission # 00874534
Expires Oct. 25, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Andrew B. Blasi
Notary Public, State of Florida
Andrew Blasi
(Print Name of Notary)