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FLORIDA PROFIT CORPORATION OR P.A.

PAGODA II, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PAGODA II, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provision of the General Business Corporation Act of the State of Florida.

ARTICLE I

The name of the corporation shall be: PAGODA II, INC.

ARTICLE II

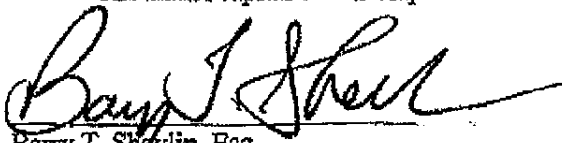
This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The general purpose for which this corporation is organized shall include all transactions of any and all lawful business permitted under the General Business Corporation Act and the laws of the State of Florida.

ARTICLE IV

The initial capital of this corporation shall be One Thousand Dollars (\$1,000.00).



Barry T. Shevlin, Esq.
Florida Bar No.: 511587
1111 Kane Concourse, Suite 605
Bay Harbor Islands, Florida 33154
(305) 868-0304

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ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to issue is 500 shares of common stock, having a par value of one dollar (\$1.00) per share. This class of shares shall have full voting rights.

The corporation shall have the power to amend these Articles at any time to provide for the issuance of additional classes of stock and to declare provisions for preferences, limitations, and relative rights in respect to the shares of each class.

ARTICLE VI

The street address of the principal office of the corporation shall be: 1311 97TH Street, Bay Harbor Islands, FL 33154.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation shall be one but no more than five, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and shall qualify are:

Oi Yuet Lai
1311 97th Street
Bay Harbor Islands, FL 33154

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ARTICLE VIII

The name and address of the first officers of this corporation are as follows:

PRESIDENT/ SECRETARY/VICE PRESIDENT:

Oi Yuet Lai
1311 97th Street
Bay Harbor Islands, FL 33154

ARTICLE IX

The shareholders of the corporation shall possess preemptive rights to acquire shares of stock issued by the corporation.

ARTICLE X

The name and address of the initial incorporator is as follows:

Oi Yuet Lai
1311 97th Street
Bay Harbor Islands, FL 33154

ARTICLE XI

The designated registered agent for this corporation is Oi Yuet Lai whose address is as follows:

Oi Yuet Lai
1311 97th Street
Bay Harbor Islands, FL 33154

ARTICLE XII

The corporation may adopt by-laws and regulations creating, defining, limiting and regulating the powers of the corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

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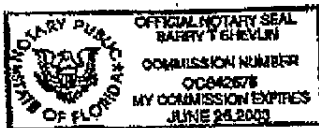
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for PAGODA II, INC. this 10th day of January, 2003.

Oi Yuet Lai
OI YUET LAI

STATE OF FLORIDA)
)ss.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this 10th day of January, 2003, personally appeared Oi Yuet Lai, who is personally known to me, and after being duly sworn on oath, deposed and said he has fully read and understood the foregoing Articles of Incorporation for PAGODA II, INC. and has executed same knowingly and voluntarily for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 10th day of January 2003.



Barry T. Saeulin
NOTARY PUBLIC, State of FLORIDA
Barry T. Saeulin
Printed Name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

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; PAGODA II, INC. DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 1311 97th STREET, BAY HARBOR ISLANDS, FLORIDA 33154, AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING OI YUET LAI, 1311 97th STREET, BAY HARBOR ISLANDS, FL 33154. HAVING BEEN MADE TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 DUTIES.

Oi Yuet Lai
REGISTERED AGENT
OI YUET LAI

1-10-03
DATE

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