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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

CHINASIA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

CHINASIA, INC.

I, the undersigned natural person of the age of eighteen (18) years and a citizen of the State of Florida, acting as incorporator of a corporation in compliance with Chapters 607 and 621, F.S., do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is CHINASIA, INC. (the "Corporation").

ARTICLE TWO

The corporation is to have a perpetual existence.

ARTICLE THREE

The principal place of business and the mailing address is 3831 N. Federal Highway, Ft. Lauderdale, Florida 33308.

ARTICLE FOUR

The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under, and have offices and exercise the powers granted by, the Florida Statutes, as amended from time to time, within or without the State of Florida, and further to do such things as may be incident to, and necessary or appropriate to effect, any and all of such purposes.

ARTICLE FIVE

- A. The aggregate number of shares, which the corporation shall have authority to issue, is One Hundred Thousand (100,000) shares of common stock of a par value of One Cent (\$0.01) per share.

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- B. Cumulative voting by shareholders of the corporation at any election of directors, or any other subject or proposition that may be submitted to the shareholders for a vote thereon, is expressly prohibited.
- C. No shareholder of this corporation shall, by reason of its ownership of stock, have any preemptive or other right to purchase, subscribe for or take any part of any unissued or treasury shares of any class of stock, notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the corporation issued, optioned or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the corporation authorized by these Articles of Incorporation, any amendment thereto or resolutions by its Board of Directors, may at any time be issued, optioned for sale and sold or disposed of by the corporation pursuant to resolution of its Board of Directors to such persons and on such terms as may to such Board of Directors seem proper without first offering such stock or securities or any part thereof to existing shareholders.

ARTICLE SIX

The name and address of the person who will serve as the initial director until the first annual meeting of the shareholders or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Azhar Said	11905 So. Dixie Highway Miami, Florida 33156

ARTICLE SEVEN

No contract or other transaction between the corporation and any other corporation, nor any other act of the corporation, shall be, in the absence of fraud, invalidated or in any way affected by the fact that any of the directors of the corporation was pecuniarily or otherwise interested in such contract, transaction or act, or was a director or any officer of such corporation. Any director of the corporation, individual or any firm or association of which any such directors may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that such interest shall be disclosed or been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction

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shall be taken; and any director of the corporation who is a director of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of the other corporation or not so interested. Every director of the corporation is hereby relieved of any disability which might otherwise prevent him from carrying out transactions with the corporation for the benefit of himself, another firm, corporation, association, trust or organization in or with which he may be in any way interested or connected.

ARTICLE EIGHT

The street address of the initial registered office of the corporation is 11905 So. Dixie Highway, Miami, Florida 33156, and the name of its initial registered agent at that address is Azhar Said.

ARTICLE NINE

The corporation shall, to the fullest extent to which it is empowered by the Florida Statutes or any applicable laws as may from time to time be in effect, indemnify any person who was, is now or is in the future threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietary, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, penalties (including excise and similar taxes), fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding. The corporation's obligations under this Article include, but are not limited to, the convening of any meeting and the consideration of any matter thereby required by statute in order to determine the eligibility of an officer or director for indemnification. Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent who may be entitled to such

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indemnification, to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation. The corporation's obligation to indemnify and prepay expenses under this Article shall arise, and all rights granted to directors, officers, employees or agents hereunder shall vest, at the time of occurrence of the transaction or event to which such action, suit or proceeding relates, or at the time that the action or conduct to which such action, suit or proceeding relates was first taken or engaged in (or omitted to be taken or engaged in), regardless of when such action, suit or proceeding is first threatened, commenced or completed. Notwithstanding any other provision of these Articles of Incorporation, no action by the corporation, either by amendment of its certificate of incorporation or otherwise, shall diminish or adversely affect any rights to indemnification or prepayment of expenses granted under this Article which shall have become vested as aforesaid prior to the date such amendment or other corporate action is taken. Further, if any provision of this Article shall be held to be invalid or unenforceable, the validity or enforceability of the remaining provisions shall not in any way be affected or impaired.

ARTICLE TEN

The name of the incorporator is Azhar Said, 11905 So. Dixie Highway, Miami, Florida 33156.

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of February 2003, and accept appointment as the registered agent of the corporation.

*I AZHAR SAID AGREE TO
ACCEPT SERVICE OF PROCEEDS
FOR THIS CORPORATION
CHINASIA, INC.*

Azhar Said
Azhar Said
INCORPORATOR / REGISTERED AGENT

INCORPORATOR'S ARTICLES OF INCORPORATION, FLORIDA, DOC

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