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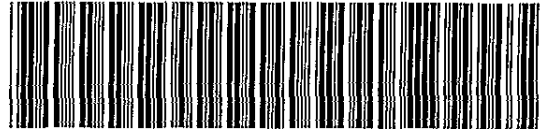
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03 MAR 14 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B-269

WAI CHUN, INC.

*948 TANAGER ROAD
VENICE
FLORIDA 34293
(941) 488-2002*

February 26, 2003

*FLORIDA DEPARTMENT OF STATE
KATHERINE HARRIS, SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE
FLORIDA 32314*

Dear Madam,

*Please find enclosed two (2) copies of Articles of Incorporation for
Wai Chun, Inc. along with check for required filing fees.*

*Should any questions arise, please contact Wai Chun at (941) 488-2002
or Carol L. Gard at (941) 505-2145.*

Your timely attention to this matter is appreciated.

Sincerely,

WAI CHUN CHAN

Wai Chun Chan

**ARTICLES OF INCORPORATION
OF
WAI CHUN, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I – NAME

The name of this corporation shall be:

WAI CHUN, INC.

ARTICLE II – NATURE OF BUSINESS (PURPOSE)

The general nature of the business to be engaged in is Chinese restaurant, together with all attendant activities in furtherance thereof.

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, except that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, cemetery company, building and loan association, fraternal benefit society, or state fair or exposition.

In connection with said business, this corporation shall have the following powers, which powers shall not be deemed to exclude those other corporate powers granted by law.

To contract debts, borrow money and issue and sell or pledge notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

ARTICLE II – NATURE OF BUSINESS (PURPOSE) - CONTINUED

To conduct business in, having one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To purchase, hold, sell, and transfer shares of its own capital stock, provided that the corporation shall purchase none of its own capital stock, except from the surplus of its assets over its liabilities, including capital, and shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders quorum or vote.

ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The considerations to be paid for each share shall be in money, property, or services. The Board of Directors shall determine the reasonable value of all considerations other than money paid for such shares, and its determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE IV – VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V – INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

ARTICLE VI – BEGINNING DATE AND TERM OF EXISTENCE

The beginning date of this corporation shall be from the date of incorporation by the State of Florida, and it shall exist perpetually.

ARTICLE VII – ADDRESS

The initial mailing address of the principal office of this corporation is:

948 Tanager Road
Venice
Florida 34293

ARTICLE VIII – REGISTERED AGENT

The initial registered agent is:

Carol L. Gard
5462 Swaying Palm
Punta Gorda
Florida 33982

The Registered Agent consents to and accepts his appointment as the Registered Agent.

Carol L. Gard
CAROL L. GARD, as
Registered Agent

ARTICLE IX – DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1).

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TALLAHASSEE, FLORIDA

ARTICLE X – INITIAL DIRECTOR AND OFFICER

The name and post office addresses of the member of the first Board of Directors and first officer are:

Name and Address	Title
WAI CHUN CHAN 948 Tanager Road Venice Florida 34293	Director and President

ARTICLE XI – SUBSCRIBER

The name and post office address of the subscribers to these Articles of Incorporation, together with the number of shares of stock he/she agrees to take and the value of the consideration therefore are:

Name	Shares	Amount
WAI CHUN CHAN 948 Tanager Road Venice Florida 34293	1000	\$ 1,000.00

ARTICLE XII – BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the

ARTICLE XIII – AMENDMENT - CONTINUED

Stockholders, and approved at a Stockholder's meeting by a majority vote of the stock entitled to vote thereon.

The undersigned, being the original subscriber of the capital stock hereinbefore mentioned and for the purpose of becoming a corporation for the transaction of business under the provisions of the Laws of Florida, does make, sign, acknowledge, and file in the Office of the Secretary of the State of Florida, these Articles of Incorporation.

WITNESS my hand and seal on this 27 day of February 2003.

WAI CHUN CHAN

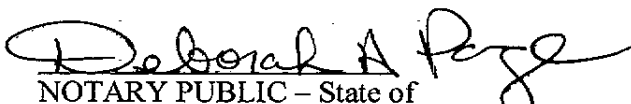
WAI CHUN CHAN

STATE OF FLORIDA

COUNTY OF SARASOTA

BEFORE ME, the undersigned officer, duly authorized in the State of Florida at Large to administer oaths and take acknowledgments, personally appeared WAI CHUN CHAN, who, to me well known to be the person named as the Subscriber in the foregoing Articles of Incorporation of WAI CHUN, INC., being by me first duly sworn, deposes and says that he/she intends in good faith to carry out the purposes and objectives as set for in the foregoing proposed Articles of Incorporation.

WITNESS my hand and official seal this 27 day of February 2003.



NOTARY PUBLIC – State of
Florida



Deborah A Page
My Commission CC879358
Expires October 13, 2003

My Commission Expires: