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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**cheung & zheng, inc.**

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|-----------------------|---------|
| Certificate of Status | 0       |
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ARTICLES OF INCORPORATION

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of

CHEUNG & ZHENG, INC.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

TO: THE HONORABLE SECRETARY OF THE STATE OF FLORIDA

The undersigned do hereby make, subscribe, acknowledge, and file the following Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be: "CHEUNG & ZHENG, INC."

ARTICLE II.

The general nature of the business to be transacted by the corporation shall include, but not be limited to, the following:

To conduct a business of operating restaurants and "take out" food establishments and in addition the importing and exporting of products and to perform all acts as may be necessary to accomplish the foregoing purpose of the corporation.

To buy or otherwise acquire, hold, own, manage and control real and personal property of every description, including its own stock and stock in any other corporation or corporations, and to sell and convey, mortgage, pledge, lease, or otherwise dispose of such property or any part thereof, and to lend money, either upon or without security;

To hold, purchase, mortgage, and convey real estate and personal property in this State and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and foreign countries, and to apply for, obtain, register, buy, lease, or otherwise dispose of patents, inventions, improvements, processes, trade marks and trade names used in connection with or secured under Letters Patent of the United States or any foreign country, and to use, develop, and grant licenses in respect of,

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or otherwise turn to account, any such patents, inventions, improvements, trade marks, trade names, processes, or rights;

To conduct business at one or more offices in this State or other states and foreign countries; to enter into, make, perform, and carry out contracts of every kind and for any lawful purpose with any person, firm, association or corporation;

To issue bonds, debentures, or obligations of the company from time to time for any of the objects and purposes of the company, and to secure the same by mortgage, pledge, deed of trust, or otherwise;

To purchase, hold and re-issue the shares of its capital stock, and to subscribe to, purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds, or other securities and obligations of other companies;

To do all such things as are incidental or conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated or incidental to the powers herein named, or which shall at anytime appear conducive or expedient for the protection or benefit of the corporation;

To take, acquire, buy, hold, own, maintain, work, develop, sell convey, lease, mortgage, exchange, improve, and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein, without limits as to amounts; to buy, sell, assign, convey, and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing, and management of real estate and the negotiating of loans; to draw, accept, endorse, discount, and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise;

In general, to carry on any other incidental business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers

conferred by the laws of the State of Florida upon corporations of this charter.

No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful power now, or which may be conferred upon corporations for profit and/or Sub-Chapter S corporations, are hereby included and prayed for.

**ARTICLE III.**

The number of shares of stock under which this corporation shall have at its inception shall be One Hundred (100) shares, each share to be of no par value, all of which shares shall be issued fully paid and non-assessable. The capital stock of this corporation may be paid for in lawful money of the United States or in property, labor, or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors.

**ARTICLE IV.**

The amount of capital with which this corporation shall begin business shall be Five Hundred Dollars (\$500.00).

**ARTICLE V.**

The existence of the corporation shall be perpetual.

**ARTICLE VI.**

The principal office and place of business of the corporation shall be at: 601 South Drive, Miami Springs, Florida, 33166, with the privilege of establishing other offices and places of business throughout the State of Florida and other states and foreign countries.

**ARTICLE VII.**

The number of Directors of the corporation shall be one (1) or more.

**ARTICLE VIII**

The names and post office addresses of the Directors who, subject to the By-Laws, shall hold office until their successors are elected and have been qualified, are as follows:

**YIU WAN CHEUNG, President/Vice President**  
601 South Drive  
Miami Springs, Florida 33166

**XUE JIAN ZHENG, Secretary/Treasurer**  
601 South Drive  
Miami Springs, Florida 33166

**ARTICLE IX**

The name and post office address of the subscriber to the Certificate of Incorporation, and the number of shares of stock which each agrees to take, are as follows:

**YIU WAN CHEUNG, President/Vice President**  
601 South Drive  
Miami Springs, Florida 33166  
50 Shares

**XUE JIAN ZHENG, Secretary/Treasurer**  
601 South Drive  
Miami Springs, Florida 33166  
50 Shares

**ARTICLE X**

The name and post office address of the Registered Agent of the corporation, designated to accept service of process within the State, with registered office, is as follows:

**LINDA H. CARLSON**  
145 Curtiss Parkway  
Miami Springs, Florida 33166

**ARTICLE XI**

The regulation of the business and the conduct of the affairs of the corporation, and the provisions creating or limiting the powers of the corporation, the Directors and the stockholders, or any class of stockholders, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates (provided such provisions are

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not contrary to the laws of this State) shall be controlled the By-Laws which shall be adopted by the corporation within sixty (60) days after the corporation shall have been formed, which said By-Laws may, from time to time, and whenever necessary, be amended by the Board of Directors of the corporation.

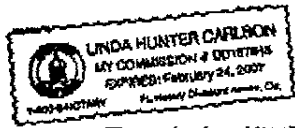
IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation, at Miami Springs, Miami-Dade County, Florida, this 29th day of June, 2003, for the uses and purposes aforesaid.

*Yiu Wan Cheung*  
YIU WAN CHEUNG

STATE OF FLORIDA )  
                                  )  
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared YIU WAN CHEUNG who, being first duly sworn, on oath deposes and says: that he is the person described in and who executed the foregoing Articles of Incorporation as subscriber thereof, and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein set forth.

SWORN TO AND SUBSCRIBED BEFORE ME, at Miami Springs, Florida, this 29th day of June, 2003.



*Linda Hunter Carlson*  
Notary Public, State of Florida

The undersigned LINDA H. CARLSON, does hereby certify that she is the Registered Agent for CHEUNG & ZHENG, INC., to act in this capacity and agrees to comply with the provisions of said act relative to keeping open my office at 145 Curtiss Parkway, Miami Springs, Miami-Dade County, Florida.

*Linda H. Carlson*  
LINDA H. CARLSON  
Registered Agent  
CHEUNG & ZHENG, INC.

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