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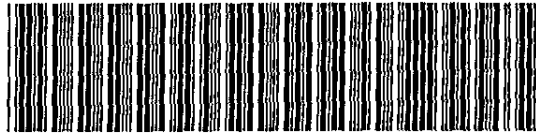
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2004 FEB 17 P 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: ASIAN USA INTERNATIONAL CHAMBER OF  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) COMMERCE  
(AUICC)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Phuc SNIPPER  
Name (Printed or typed)

354 Coble DR.  
Address

Longwood, FL 33781  
City, State & Zip

(407) 865-6990  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF

Asian USA International Chamber of Commerce, Inc.

Pursuant to and in accordance with the laws of Florida, United States of America, the following are the Articles of Incorporation of Asian USA International Chamber of Commerce, Inc., Inc., a Florida corporation.

FILED  
2004 FEB 17 P 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the Company is Asian USA International World Chamber of Commerce, Inc.

ARTICLE II  
PURPOSES AND POWERS

The Company is organized to engage in any and all lawful acts, activities and/or pursuits for which Companies may presently or hereafter be organized under Florida law.

The Company shall have all powers allowed by law. The purposes stated herein shall be construed as powers as well as purposes and the enumeration of a specific purpose or power shall not be construed to limit or restrict the meaning of general terms or the general powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE III  
AUTHORIZED SHARES

1. **Classes of Stock.** The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the Company is authorized to issue is **one thousand** (~~1,000~~) shares, each with a par value of ~~[\$.10]~~ per share. **[Eight hundred]** (~~800~~) shares shall be Common Stock and **[two hundred]** (~~200~~) shares shall be Preferred Stock.

All stock, when issued, shall be fully paid and non-assessable, shall be of the same class, and shall have the same rights and preferences.

2. **Common Stock.**
  - a. **Voting Rights.** Each share of Common Stock shall be entitled to one vote at any stockholder's meeting, either in person or by proxy. Cumulative voting in elections of Directors and all other matters brought before stockholders meeting, whether they be annual or special, shall not be permitted.

- b. **Corporate Debts.** The holders of the capital stock of the Company shall not be personally liable for the payment of the Company's debts, and the private property of the holders of the capital stock of the Company shall not be subject to the payment of debts of the Company to any extent whatsoever.
  - c. **Dividend Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Company legally available therefor, such dividends as may be declared from time to time by the Board of Directors.
  - d. **Preemptive Rights.** Stockholders of the Company shall not have any preemptive rights to subscribe for additional issues of stock of the Company except as may be agreed from time to time by the Company and any such stockholder.
  - e. **Net Assets.** The holders of the Common Stock, subject to any preferences or rights that may be granted to the holders of the Preferred Stock, shall be entitled to receive the net assets of the Company upon the dissolution of the Company.
  - f. **Payment.** All shares of the Common Stock shall be fully paid and non-assessable.
3. **Preferred Stock.**

The Board of Directors of the Company is hereby expressly authorized, to the fullest extent now or hereafter permitted by Florida law, at any time and from time to time, to divide the shares of Preferred Stock into one or more series, to establish the number of shares to be included in each such series, to issue in whole or in part the shares of Preferred Stock or the shares of any series thereof, and to fix by resolution or resolutions the designation, powers (voting and otherwise), preferences, and relative, participating, optional or other special rights, and the qualifications, limitations, or restrictions, if any, of the Preferred Stock or of any series thereof that may be desired.

Except as otherwise expressly provided in any certificate of designation designating any series of Preferred Stock pursuant to the foregoing provisions of this Article Third any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof, and any such new series may have powers, preferences and rights, including, without limitation, voting rights, dividend rights, liquidation rights, redemption rights, and conversion rights, senior to, junior to or pari passu with the rights of the Common Stock, the Preferred Stock, or any future class or series of Preferred Stock or Common Stock.

ARTICLE IV  
REGISTERED AGENT

The address of the Company's principal office in the 6711 49<sup>th</sup> St N, Pinellas Park, FL 33781, USA. The name of its initial resident agent in the 354 Coble Drive, Longwood, FL 32779 is Phuc Snipper Registered Agent. Either the registered office or the registered agent may be changed in the manner provided by Florida law or the Bylaws of the Company when adopted.

ARTICLE V  
DIRECTORS

The governing board of the Company shall be known as the board of directors. The number of directors comprising the board of directors shall be fixed and may be increased or decreased from time to time in the manner provided in Florida law and the Bylaws of the Company when adopted. The initial board of directors shall consist of two persons who are as follows:

Phuc Snipper  
354 Coble Drive  
Longwood, FL 32779

Bui Van Thuong  
5530 80<sup>th</sup> St N. Apt C-106  
Saint Petersburg, FL 33709

Joyce Ward  
1906 Hoffner Avenue  
Orlando, FL 32808

ARTICLE VI  
INCORPORATOR

The name and mailing address of the incorporator signing these Articles of Incorporation is:

Joyce Ward  
1906 Hoffner Avenue  
Orlando, FL 32808

Bui Van Thuong  
5530 80<sup>th</sup> St N. Apt C-106  
Saint Petersburg, FL 33709

Phuc Snipper  
354 Coble Drive  
Longwood, FL 32779

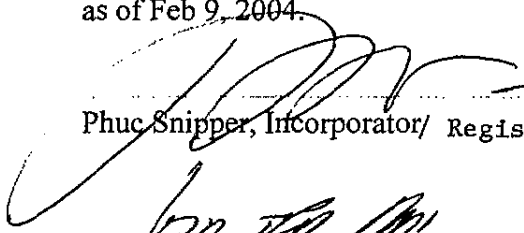
ARTICLE VII  
OFFICER AND DIRECTOR LIABILITY

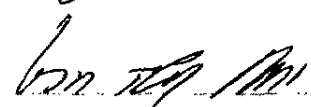
The Company shall indemnify and advance expenses to its directors, officers, employees, fiduciaries or agents and to any person who is or was serving at the Company's request as a director, officer, partner, trustee, employee, fiduciary or agent of another domestic or foreign corporation or other person or of an

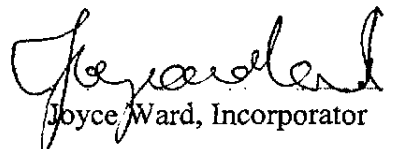
employee benefit plan (and their respective estates or personal representatives) to the fullest extent as from time to time permitted by Florida law.

1. The personal liability of the directors and officers of the Company to the Company or its stockholders, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by Florida law.
2. Any repeal or modification of this Article VII by the stockholders of the Company shall not adversely affect any right or protection of any person existing at the time of such repeal or modification.

IN WITNESS WHEREOF, these Articles of Incorporation are hereby executed, effective as of Feb 9, 2004.

  
Phuc Snipper, Incorporator/ Registered Agent

  
Bui Van Thuong, Incorporator

  
Joyce Ward, Incorporator

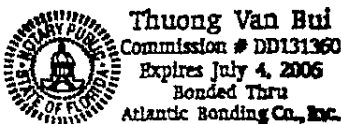
Pinellas Park OF Florida

ss.:

OF Pinellas County

The foregoing certificate was acknowledged before me this 12 day of FEB, 2004, by Phuc Snipper, as Incorporator(s), respectively, of Asian USA International Chamber of Commerce, Inc.

a Florida corporation, on behalf of such Company.



July 4 2006  
Commission Expires

  
Notary Public

2004 FEB 17 P 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED