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#### Law Firm of Dale Brewster

3860 Sun City Center Boulevard Sun City Center, Florida 33573

(813) 633-8772 (office)

(813) 633-8662 (fax)

(727) 710-5556 (cell)

January 6, 2006

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

Re: CONG LAN, INC.

Dear Sir/Madame:

Enclosed is one original and one (1) copy of the Articles of Incorporation and a check for \$87.50 for the filing fee, Certified Copy and Certificate of Status.

Sincerely,

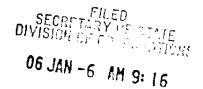
Dale Brewster, Esquire

Attorney for Con Lan, Inc. 3860 Sun City Center Boulevard

Hale Reent

Sun City Center, Florida 33573

(813) 633-8772



## ARTICLES OF INCORPORATION OF CONG LAN, INC.

In compliance with the requirements of Chapters 607 and 621, Florida Statutes (2005), the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

## ARTICLE I NAME OF CORPORATION

The name of the corporation is CONG LAN, INC., hereafter called the "Corporation."

## ARTICLE II PRINCIPAL OFFICE

The principal office of the corporation is located at Tarpon Mall, 40954 US Highway 19 North, Tarpon Springs, Florida 34689.

## ARTICLE III REGISTERED AGENT

CONG VAN whose address is Tarpon Mall, 40954 US Highway 19 North, Tarpon Springs, Florida 34689, is hereby appointed as the initial registered agent of CONG LAN, INC.

## ARTICLE IV PURPOSE AND POWERS OF THE. CORPORATION

The general purpose for which the corporation is organized is the transaction of any lawful business for which corporations may be incorporated under the Florida Business Corporation Act (Sections 607.0101 – 607.193, Florida Statutes). The corporation shall have and exercise any and all powers that corporations have and may exercise under the laws of the State of Florida, specifically including the provisions of Section 607.302, Florida Statutes. Specifically, the corporation may own and operate Nail Salons or other commercial establishments and may enter into such franchises, licensing

agreements and other contracts and arrangements necessary to conduct said business and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by any other law or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden law.

#### ARTICLE V DURATION

The period of duration of the corporation is perpetual.

#### ARTICLE VI AUTHORIZED SHARES

Initial Number. The aggregate number of shares that the corporation shall initially issue is ONE HUNDRED (100) shares of capital stock with a par value of ONE DOLLAR (\$1.00). The corporation may issue additional stock from time to time in the manner set forth in the Bylaws of the corporation.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No Classes of Stock. The shares of the corporation shall be of a single class. No preferences, qualifications, limitations, restrictions or special rights, other than those provided by law, shall exist with respect to any of the shares of the corporation, or any of the holders of such shares.

No Shares in Series. The corporation is not authorized to issue shares in series.

### ARTICLE VII BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members who need not be residents of the State of Florida. The Bylaws of the corporation may provide for additional members of the Board of Directors and shall set forth the manner in which directors are elected. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>Name</u>	Address
CONG VAN	Tarpon Mall, 40954 US Highway 19 North, Tarpon Springs, Florida 34689
LAN VAN	Tarpon Mall, 40954 US Highway 19 North, Tarpon Springs, Florida 34689
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## ARTICLE VIII OFFICERS

The names and addresses of the persons who shall serve as the initial officers are as follows:

Name, Office	Address
CONG VAN, President	Tarpon Mall, 40954 US Highway 19 North, Tarpon Springs, Florida 34689
LAN VAN, Vice-President	Tarpon Mall, 40954 US Highway 19 North, Tarpon Springs, Florida 34689
CONG VAN, Secretary-Treasurer	Tarpon Mall, 40954 US Highway 19 North, Tarpon Springs, Florida 34689

## ARTICLE IX INCORPORATORS

The names and addresses of the initial incorporators are as follows:

<u>Name</u>	<u>Address</u>
CONG VAN	Tarpon Mall, 40954 US Highway 19 North, Tarpon Springs, Florida 34689
LAN VAN	Tarpon Mall, 40954 US Highway 19 North, Tarpon Springs, Florida 34689

## ARTICLE X AMENDMENTS

The shareholders shall have the power to adopt, alter, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than Seventy-Five Percent (75%) vote of the common stock then issued by the corporation.

#### ARTICLE XI STOCKHOLDER RIGHTS

An affirmative vote of Seventy-Five Percent (75%) of all of the shares of the corporation shall be required for any shareholder action. The holders of the stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, property or services from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of authorized shares of the stock held by the holder to all shares of stock currently authorized. The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder may wish.

In Witness whereof, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association have executed these Articles of Incorporation this 4<sup>th</sup> day of January 2006.

Signatories:

CONG VĂN

LAN VAN

#### STATE OF FLORIDA

#### **COUNTY OF PINELLAS**

Before me a Notary Public in and for the State of Florida personally appeared on this the 4<sup>th</sup> day of January, 2006, CONG VAN and LAN VAN, to me personally known, and known to be the same person who signed the foregoing Articles of Incorporation, as the initial incorporators of CONG LAN, INC.

Dale Ment

**Notary Public** 

My Commission Expires:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated on this the 4<sup>th</sup> day of January 2006.

**CONG LAN, Registered Agent** 

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