

Division of Corporations

Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000013397 3)))



H100000133973ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

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

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION

china gourmet, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

RECEIVED
10 JAN 22 AM 8:48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

B McKnight JAN 25 2010

01/21/2010 18:01

3056339696

EMPIRE CORP KIT

PAGE 01/07

850-617-8381

1/21/2010 12:55:30 PM PAGE 1/001 Fax Server



January 21, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE

SUBJECT: CHINA GOURMET, INC.
REF: W10000003111

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

FAX Aud. #: H10000013397
Letter Number: 410A00001679

⑥

H10000013397

ARTICLES OF INCORPORATION

of

CHINA GOURMET, INC.

The undersigned, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is CHINA GOURMET, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ELKINS & FREEDMAN
6400 North Andrews Avenue
Suite 300
Fort Lauderdale, Florida 33309
(954) 772-6014
Attorney: ALAN J. ELKINS, ESQUIRE
Florida Bar No.: 264512

H10000013397

10 JAN 22 PM 12:08

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 1098 East Hillshoro Blvd., Deerfield Beach, Florida 33441 and the name of the initial registered agent of this corporation is AMY WAI FUNG, 1098 East Hillshoro Blvd., Deerfield Beach, Florida 33441.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least two directors initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial directors of this corporation are AMY WAI FUNG, 1098 East Hillsboro Blvd., Deerfield Beach, Florida 33441.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

**AMY WAI FUNG
1098 East Hillsboro Blvd.
Deerfield Beach, Florida 33441**

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted .

ARTICLE XI

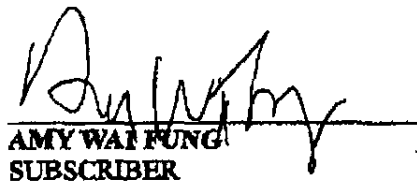
No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors or this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or

transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of January, 2010.


AMY WAT FUNG
SUBSCRIBER

H10000013397

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First--That CHINA GOURMET, INC. desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation, at City of Deerfield
Beach, County of Broward, State of Florida, has named Amy Wai Fung, located at 1098 East
Hillsboro Blvd, City of Deerfield Beach, County of Broward, State of Florida, as its agent to
accept service of process with the state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: 

AMY WAI FUNG
(Resident Agent)

H10000013397

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JAN 22 PM 12:08