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(Requestor's Name)

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(City/State/Zip/Phone #)

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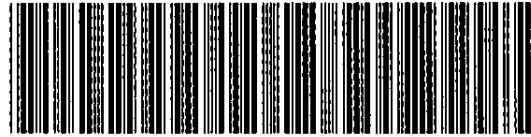
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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B. KOHR

AUG 17 2010

EXAMINER

Charter Number Only

8/16/10

TONY MOK, CPA

Requester's Name

1225 NE 162nd Street

Address

NORTH MIAMI BEACH, FL

City

State

ZIP

Phone

33162

(305) 354-7171

CORPORATION(S) NAME

CHINA MART, LLC

TO

CHINA MART, INC.

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Reinstatement

☐ Reservation

☒ Other **CONVERSION**

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☒ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

VALIDATION ONLY

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10 AUG 17 PM 1:16



Empire Toll Free: 1-800-432-3028

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 AUG 17 PM 1:16

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

CHINA MART, LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY  
(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA  
(Enter state, or if a non-U.S. entity, the name of the country)

on 05/27/2010  
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

CHINA MART, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 16 day of AUGUST, 2010.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: ✓ [Signature]

Printed Name: VANESSA XUEWEI HU Title: PRESIDENT

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: ✓ [Signature]  
Printed Name: VANESSA XUEWEI HU Title: MGRM

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of **ALL** General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$ 8.75 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

ARTICLES OF INCORPORATION

OF

CHINA MART, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 AUG 17 PM 1:16

VANESSA XUEWEI HU has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

CHINA MART, INC.

ARTICLE II

This corporation shall commence existence upon filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

5590 NW 163<sup>RD</sup> STREET,  
MIAMI, FL 33014

#### ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation, or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statutes 607.014;

#### ARTICLE V

The aggregate number of share which this corporation shall have authority to issue is the total sum of one hundred shares having an individual par value of One Dollar (\$1.00).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

VANESSA XUEWEI HU  
5590 NW 163<sup>RD</sup> STREET,  
MIAMI, FL 33014

ARTICLE VII

The initial board of Director shall consist of a total of one person and the name and address of the person who is to serve as initial director is:

VANESSA XUEWEI HU  
PRESIDENT, SECRETAR, TREASURER & DIRECTOR  
5590 NW 163<sup>RD</sup> STREET,  
MIAMI, FL 33014



ARTICLE VIII

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

VANESSA XUEWEI HU  
5590 NW 163<sup>RD</sup> STREET,  
MIAMI, FL 33014

The undersigned has executed these Articles of Incorporation this

16th day of August, 2010.

  
\_\_\_\_\_  
Incorporator

CERTIFICATE DESIGNATING REGISTERED  
AGENT AND STREET ADDRESS FOR SERVICE OF  
PROCESS WITHIN FLORIDA

Pursuant to Florida Statutes 48.091, CHINA MART, INC., desiring to organize under the laws of the State of Florida, hereby designates VANESSA XUEWEI HU in Miami-Dade county, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF REGISTERED AGENT

Acceptance having been named in the Articles of Incorporation to accept service of process for CHINA MART, INC. At the place designated above, VANESSA XUEWEI HU, agrees to act in this capacity, and agrees to comply with the provisions of Florida Statutes, Section 48.091 relative to maintaining such an office.

Date: \_\_\_\_\_

8/16/10



By: Registered Agent