

SMITH WILLIAMS & HUMPHRIES

ATTORNEYS AT LAW

JUDITH A. AMAN
JANA P. ANDREWS
DALIK BOINER
MARGARET E. BOWLES
ROBERT L. HARDING
J. GREGORY HUMPHRIES**
DANIEL W. KING
SAMUEL R. MANDILBAUM**
JAMES A. MUENCH
NIGAL A. SIVYER
DAVID L. SMITH
GREGORY L. WILLIAMS

201 EAST PINE STREET
SUITE 701
ORLANDO, FLORIDA 32801

(407) 849-5151

FAX (407) 843-4076

TAMPA OFFICE

OLD HYDIPARK
712 SOUTH OREGON AVENUE
TAMPA, FLORIDA 33606
(813) 253-8400
FAX (813) 254-3459

ST. CLOUD OFFICE

1700 13TH STREET
SUITE 2
ST. CLOUD, FLORIDA 34769
(407) 892-5545
FAX (407) 937-8097

PLEASE REPLY TO ORLANDO

*ALSO ADMITTED VA BAR
**ALSO ADMITTED NY BAR

January 5, 1995

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

800001374328
-01/10/95--01016--003
****122.50 ****122.50

Attn: Document Filing Section

Re: Incorporation of Fulchert Enterprises, Inc.

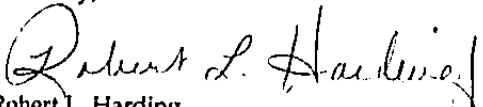
Ladies and Gentlemen:

I am enclosing with this letter the following documents relating to the Incorporation of Fulchert Enterprises, Inc.:

1. The Articles of Incorporation of Fulchert Enterprises, Inc.;
2. This firm's check in the amount of \$122.50 to cover the following items: filing fee, one certified copy of the Articles of Incorporation, and certificate designating registered agent.
3. A copy of the executed Articles of Incorporation to be certified and returned.

Thank you for your assistance in this matter. Of course, in the event you should have any questions with regard to this matter, please feel free to call.

Sincerely,


Robert L. Harding
(signed in absence to avoid delay/cwc)

RLH/cwc
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
5 JAN -9 4:11:05

ARTICLES OF INCORPORATION
OF
FULCHERT ENTERPRISES, INC.

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation shall be:

FULCHERT ENTERPRISES, INC.

ARTICLE II
Existence of Corporation

This corporation shall begin existence on the date of filing of these Articles with the Secretary of State, Department of Corporation for the State of Florida and shall have perpetual existence.

ARTICLE III
Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
General Powers

The corporation shall have power:

(a) 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.

(b) 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.

(c) 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUN -9 AM 11:05

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(e) 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.

(f) 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.

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

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation 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.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring, at his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 201 E. Pine Street, Suite 701, Orlando, Florida 32801, and the name of the corporation's registered agent is Robert L. Harding. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

The corporation's principal place of business and mailing address is 2456 Runyon Circle, Orlando, Florida 32837.

ARTICLE VII **Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be two (2) and the name(s) and address(es) of the persons who are to serve as members thereof are as follows:

Name

Address

Wen Chang Lin

2456 Runyon Circle
Orlando, Florida 32837

April Yue Ding

2456 Runyon Circle
Orlando, Florida 32837

ARTICLE VIII
Incorporator

The name and address of the incorporator of this corporation is as follows:

Name

Address

Robert L. Harding

201 E. Pine Street, Suite 701
Orlando, Florida 32801

ARTICLE IX
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Robert L. Harding

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5th day of January, 1995, by Robert L. Harding, who is personally known to me for who has produced _____ as identification) and who did (did not) take an oath.

SEAL



Notary Public - State of Florida

Commission No.

Expires:

CAROL W. CAMPBELL
Notary Public, State of Florida
Comm. expires Oct. 27, 1995
Comm. No. CC144837

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: FULCHERT ENTERPRISES, INC. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Robert L. Harding, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 201 E. Pine Street, Suite 701, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 5th day of January, 1995.


Robert L. Harding

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -9 AM 11:05

195000002620
SMITH WILLIAMS HUMPHRIES
ATTORNEYS AT LAW

JUDITH A. AMAN
JANA P. ANDREWS
DALE K. JOHNER
MARGARET R. KOWLES
ROBERT L. HARDING
J. GREGORY HUMPHRIES*
DANIEL W. KING*
SAMUEL R. MANDILBAUM**
JAMES A. MUENCH
NEAL A. SIVYER
DAVID L. SMITH
GREGORY L. WILLIAMS

201 EAST PINE STREET
SUITE 701
ORLANDO, FLORIDA 32801

(407) 849-5151
FAX (407) 843-4076

TAMPA OFFICE:
OLD HYDE PARK
712 SOUTH OREGON AVENUE
TAMPA, FLORIDA 33606
(813) 253-5400
FAX (813) 254-3459

ST. CLOUD OFFICE:
1700 13TH STREET
SUITE 2
ST. CLOUD, FLORIDA 34769
(407) 892-5545
FAX (407) 957-8897
PLEASE REPLY TO ORLANDO

*ALSO ADMITTED VA BAR
**ALSO ADMITTED NY BAR

January 27, 1995

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

Attn: Document Filing Section

Re: Articles of Amendment - Fulchert Enterprises, Inc.

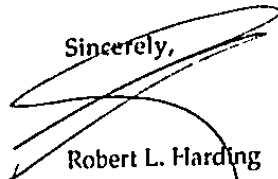
Ladies and Gentlemen:

I am enclosing with this letter the following:

1. The Articles of Amendment of Fulchert Enterprises, Inc.
2. This firm's check in the amount of \$35.00 to cover the filing fee.
3. A copy of the executed Articles of Amendment to be date stamped and returned.

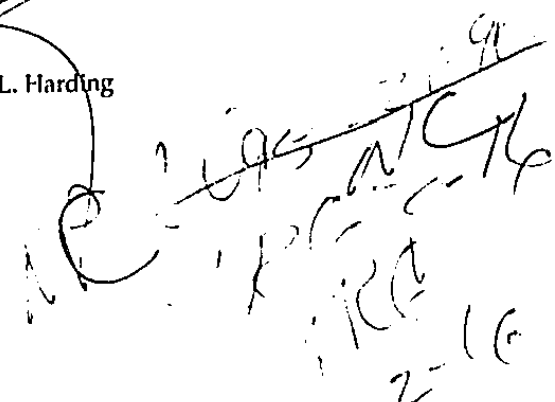
Thank you for your assistance in this matter. Of course, in the event you should have any questions with regard to this matter, please feel free to call.

Sincerely,


Robert L. Harding

RLH/cvc
Enclosures

FILED
95 FEB 15 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


2-16

SMITH, WILLIAMS & HUMPHRIES

ATTORNEYS AT LAW

JEFFREY A. AMAN
JANA P. ANDREWS
DANIEL K. JOHNER
MARGARET E. DOWLES
ROBERT L. HARDING
J. GREGORY HUMPHRIES*
DANIEL W. KING*
SAMUEL R. MANDELBAUM**
JAMES A. MUESECH
NEAL A. SIVYER
DAVID L. SMITH
GREGORY L. WILLIAMS

201 EAST PINE STREET
SUITE 701
ORLANDO, FLORIDA 32801

(407) 849-5151

FAX (407) 843-4076

TAMPA OFFICE:

OLD HYDIE PARK
712 SOUTH GREGG AVENUE
TAMPA, FLORIDA 33606
(813) 253-8400
FAX (813) 254-3459

ST. CLOUD OFFICE:

1700 13TH STREET
SUITE 2
ST. CLOUD, FLORIDA 34769
(407) 892-5345
FAX (407) 957-8097

*ALSO ADMITTED VA BAR
**ALSO ADMITTED NY BAR

PLEASE REPLY TO ORLANDO

February 13, 1995

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

Attn: Karen Gibson, Corporate Specialist
Document Filing Section

Re: Articles of Amendment (Name Change) - Fulchert Enterprises, Inc.
Your letter #995A(0005095

Ladies and Gentlemen:

I am enclosing with this letter the following:

1. The Articles of Amendment of Fulchert Enterprises, Inc.
2. A copy of your correspondence to me regarding the Amendment; and
3. A copy of the executed Articles of Amendment to be date stamped and returned.

You have retained our filing fee check in the amount of \$35.00. Thank you for your prompt attention to this matter. Of course, in the event you should have any questions with regard to this matter, please feel free to call.

Sincerely,

Robert L. Harding

RLH/cwc
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortlund
Secretary of State

February 7, 1995

ROBERT L. HARDING ESQ.
SMITH, WILLIAMS & HUMPHRIES
201 EAST PINE STREET, SUITE 701
ORLANDO, FL 32801

SUBJECT: FULCHERT ENTERPRISES, INC.
Ref. Number: P95000002620

We have received your document for FULCHERT ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 995A00005095

AMENDMENT TO
ARTICLES OF INCORPORATION OF
FULCHERT ENTERPRISES, INC.

95 FEB 15 4 11 9 PM
FILED
SECRETARY OF STATE
FLORIDA

Pursuant to the provisions of Section 607.1005, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, whose Articles of Incorporation were approved by and filed with the Secretary of State of Florida on January 28, 1988.

1. The name of the Corporation is presently "Fulchert Enterprises, Inc."
2. The following Amendment to the Articles of Incorporation was adopted by the unanimous consent of the Shareholders and Directors of the Corporation on the 13th day of January, 1995, in the manner prescribed by the Florida General Corporation Act. The name is changed from Fulchert Enterprises, Inc. to FULCHEER ENTERPRISES, INC.
3. The stock certificates reflecting the name of Fulchert Enterprises, Inc. will be exchanged for stock certificates reflecting the new name without any other change in number, par value or voting rights.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the corporation as the duly authorized act of the said corporation this 13 day of February, 1995.

FULCHERT ENTERPRISES, INC.

By:

April Yue Ding
April Yue Ding, President and
Director

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13 day of February, 1995, by April Yue Ding, as President and Director, of the corporation, who is personally known to me (or who has produced _____ as identification) and who did (did not) take an oath.

SEAL

Robert I. Harding
Notary Public - State of Florida
Expires:

