

OCT 13 '94 11:50AM CAPITAL CONNECTION

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TRANSMITTAL LETTER

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

EFF
EFFECTIVE DATE
8-18-95

SUBJECT: THAI-AMERICAN ENTERPRISES, INCORPORATED
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check
for \$ 70.00.

FROM:

JAY M Weller
Name (printed or typed)
PO BOX 1536
Address
St Petersburg FL 33731
City, State, & Zip
(813) 821-8876
Telephone Number

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F. CHESSER FEB 1 1995

Note: Please provide the original and one copy of the Articles.

**ARTICLES OF INCORPORATION
OF
THAI-AMERICAN ENTERPRISES, INCORPORATED**

Page 1 of 6

The undersigned, for the purpose of forming a corporation, under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

EFFECTIVE DATE
1-18-95

ARTICLE I. NAME AND ADDRESS

The name of the Corporation is Thai-American Enterprises, Incorporated. The principal office, and mailing address of the Corporation is 6040 4th Street North, St Petersburg, Florida 33703.

ARTICLE II. DURATION

The duration of the Corporation is perpetual.

ARTICLE III. PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted, or carried on are to engage in any or all lawful business for which the corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent is 491 7th Avenue North, St Petersburg, Florida 33710. The mailing address is P.O. Box 1536, St Petersburg, Florida 33731-1536. The name of the initial registered agent at such address is Jay M. Weller, Esq.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

Three Directors constitute the initial Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and address of the initial Directors of the Corporation are:

Sittipong Thanupakorn

6040 4th Street North
St. Petersburg, Florida
33703

Kusuma Thanupakorn

6040 4th Street North
St. Petersburg, Florida
33703

Vimonrat Thanupakorn

6040 4th Street North
St. Petersburg, Florida
33703

ARTICLE VII. INCORPORATORS

The names and addresses of the Incorporators are:

Sittipong Thanupakorn

6040 4th Street North
St. Petersburg, Florida
33703

Kusuma Thanupakorn

6040 4th Street North
St. Petersburg, Florida
33703

Vimonrat Thanupakorn

6040 4th Street North
St Petersburg, Florida
33703

ARTICLE VIII. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX. POWERS

As needed to pursue the corporate purpose, the following powers are hereby granted to the Corporation in addition to the powers granted by Florida Law:

- A. To sue, complain, and defend in the corporate name.
- B. To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- C. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of the corporate property and assets.
- D. To lend money and use its credit to assist corporate employees.
- 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, government district or municipality or any municipality thereof.

- F. To make contracts and guarantees and incur liabilities, borrow money at such rates and interest as it may determine, issue its notes, bonds, or other obligations by mortgage or pledge of all or any of the Corporation's property and income.
- G. To lend money for any corporate purpose, invest, and reinvest its funds, and take and hold the payment of funds so loaned and invested.
- H. To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without the state
- I. To make donations for the public welfare or for charitable, scientific, or educational purposes.
- J. To transact any lawful business.
- K. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans and other incentive plans for any or all of its Directors, Officers, and employees.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason or the fact that the he or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

ARTICLE XI. SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to the following persons in the following amount upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Sittipong Thanupakorn	25
Kusuma Thanupakorn	50
Vimonrat Thanupakorn	25

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this

Corporation or to the remaining Shareholders in proportion to their shares. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE XII. PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase, or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable, for any stock of the Corporation or any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.
- C. These rights shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms, and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.
- D. The shareholders' preemptive rights attach upon the date of issuance of the initial shares.

ARTICLE XIII. RIGHTS OF INITIAL DIRECTORS

Each initial Director shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect the initial Directors named in these Articles of Incorporation to the Office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who are shareholders of the Corporation at the time of the Amendment.

ARTICLE XIV. BYLAWS CLAUSE

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE XV. COMMENCEMENT OF CORPORATE EXISTENCE-UPON SIGNING

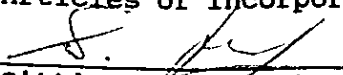
In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription, and acknowledgement of these Articles of Incorporation, except that if they are not filed within five (5) days, exclusive of legal holidays, after that date, then corporate existence shall commence upon filing by the Department of State.

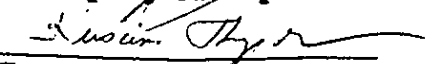
ARTICLE XVI. VOTING OF SHARES

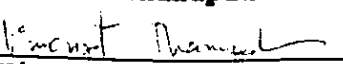
The following provisions apply to shareholder voting of shares:

- A. Directors shall be elected by a majority of the votes at a meeting at which a quorum is present. All shareholders shall be entitled to cumulate their votes for directors. Each shareholder is entitled to multiply the number of votes it is entitled to vote and cast the product for a single candidate or distribute the product among two or more candidates.
- B. Holders of common shares shall be entitled to one vote per share on any matter, including the election of directors.
- C. The affirmative vote of 51% of all the outstanding shares shall be necessary to approve any matter by the shareholders.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 18 day of January, 1995

 (FL DL # 7512-780-57-093-0)
Sittipong Thanupakorn


Kusuma Thanupakorn

 (FL DL # 7512-780-57-093-0)
Vimorrat Thanupakorn

**STATE OF FLORIDA
COUNTY OF PINELLAS**

Before me personally appeared Kusuma Thanupakorn, Sittipong

Thanupakorn, and Vimonrat Thanupakorn, known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18 day of

January, 1995



Prabhavati B. Diah.

Notary Public, State of Florida
At Large

My commission expires: July 28, 1998

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jay M. Weller, Esq
Jay M. Weller, Esq

FILED
1995 JAN 26 AM 7:32
SECRETARY
TALLAHASSEE