

P95000010791

LTTER OF TRANSMITTAL

Date : January 6, 1995

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

Re : CHINA CAFE USA, Inc.  
( name of corporation )

200001391142  
-01/27/95--01026--003  
\*\*\*\*123.50 \*\*\*\*123.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$123.50

This represents the cost of the filing fees, Certified copy of Articles of Incorporation and fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Chy Guan  
( individual's name )  
CHING H. GUAN

~~WAS-2219~~

CHINA CAFE USA, Inc.  
( name of corporation )

\_\_\_\_mailing address of corporation\_\_\_\_

2053 So. Tamiami Trail,  
So. Venice, FL 34293

\_\_\_\_PHONE\_\_\_\_  
(813) 492-2339

FILED  
95 FEB - 8 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMP 1/31/95

~~781, 529, 811~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 31, 1995

CHING H. GUAN  
2053 S TAMiami TRAIL  
SOUTH VENICE, FL 34293

SUBJECT: CHINA CAFE USA, INC.  
Ref. Number: W95000002219

We have received your document for CHINA CAFE USA, INC. and your check(s) totaling \$123.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include an original signature of the registered agent.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 795A00004096

**FILED**

**PROPOSED CHARTER**

95 FEB -8 PM 3:44

**OF**

**CHINA CAFE USA, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned person       , hereby present myself  
for the purpose of forming a corporation under the laws of the State of Florida,  
and do hereby adopt the following as Articles of Incorporation, and make  
application for charter in accordance with same.

**ARTICLES OF INCORPORATION**

**ARTICLE I**

The name of this corporation shall be:

CHINA CAFE USA, INC.

**ARTICLE II**

The general nature of the business to be transacted shall be to engage in any  
activity or business permitted under the laws of the United States, and the  
State of Florida.

**ARTICLE III**

The maximum number of shares that the corporation is authorized to have  
outstanding at any time shall be 10,000 shares of common stock  
with a par value of one dollar (\$1.00) per share.

**ARTICLE IV**

This corporation shall exist perpetually unless sooner dissolved  
according to law.

**ARTICLE V**

The amount of capital with which the corporation shall begin business shall  
be Five Hundred dollars (\$500.00).

**ARTICLE VI**

The principal office of the corporation shall be located at:

2053 So. Tamiami Trail, So. Venice, FL 34293

**ARTICLE VII**

The number of directors of the corporation shall be not less than one, and may  
be as many more as is deemed necessary.

### ARTICLE VIII

The name and post office address of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation and By-Laws, shall hold office for the first year of the corporation's existence, or until a successor or successors have been elected and qualified, shall be:

<u>Name</u>	<u>Address</u>	<u>Office</u>
CHING H. GUAN	2053 So. Tamiami Trail So. Venice, FL 34293	President
CHING H. GUAN	2053 So. Tamiami Trail So. Venice, FL 34293	Secretary

### ARTICLE IX

The name and post office address of the subscriber to the certificate of incorporation and a statement of the number of shares of stock which that subscriber agrees to take, is as follows:

<u>Name</u>	<u>Address</u>	<u>Number of shares</u>	<u>Par value: \$1.00</u>
CHING H. GUAN	2053 So. Tamiami Trail So. Venice, FL 34293	400	\$1.00

### ARTICLE X

The registered office of the corporation shall be: 2053 So. Tamiami Trail ,  
So. Venice, FL 34293

and the Registered Agent for services of process shall be: CHING H. GUAN

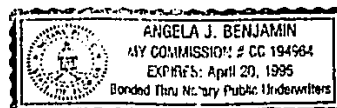
### ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, or all the directors and all the stockholders sign a written statement manifesting their intention that amendment of these Articles of Incorporation be made.

In witness whereof, the undersigned has hereunto set his seal this 5TH day of JANUARY in the year 1995.

Signed: \_\_\_\_\_

CHING H. GUAN



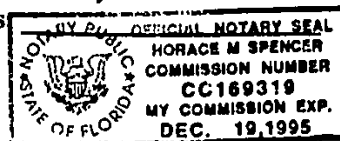
STATE OF FLORIDA  
COUNTY OF PINELLAS

I hereby certify that before me, the undersigned Notary Public in and for the State of Florida at Large, personally appeared: Chung H. Guan and he acknowledged before me the foregoing Articles of Incorporation as his free act and deed, and the uses and purposes therein mentioned.

In witness whereof, I have hereunto set my hand and seal at Clearwater, Pinellas County, Florida, this 5<sup>th</sup> day of January, 19 95

Notary Public: Horace M. Spencer

My commission expires

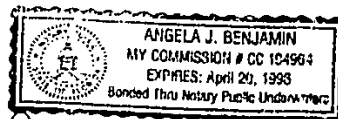


Having been named to accept service of process for the above stated corporation, at the place designated on this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties.

Signed: Chung H. Guan

X

Chung H. Guan



Angela J. Benjamin  
2/3/95