

79500020205

LAW OFFICES OF
WILLIAM H. NEWTON, III
A PROFESSIONAL ASSOCIATION

WILLIAM H. NEWTON, III

RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33101
TELEPHONE (305) 358-5800
FAX (305) 374-6593
TELEX 441366 CBZ UI

March 8, 1995

Certified Mail
Return Receipt Requested

Division of Corporations
P.O. Box 7327
Tallahassee, FL 32314

600001427006
03/13/95 1011-002
***122.50 ***122.50

Re: CBI Center, Inc.--Articles of Incorporation

Dear Sir or Madam:

Enclosed is the original and one copy of the articles of incorporation for filing. Also enclosed is a check in the amount of \$122.50 payable to the Secretary of State.

Please forward a certified copy of the articles on completion of the filing process.

Sincerely,

William H. Newton, III
William H. Newton, III

WHN:lmf
Enclosures

B. BROWN MAR 13 1995

ARTICLES OF INCORPORATION
OF
CBI CENTER, INC.

FILED
55 MAR 13 PM 2:54
CLERK OF DISTRICT COURT

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is CBI CENTER, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

- a) To engage in management consulting and international trade.
- b) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings and dwellings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings and dwellings belonging to or to be acquired by this company, or any other person, firm or corporation.
- c) To buy, sell, mortgage, exchange, lease, or hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or intent therein.
- d) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the

business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal body politic under the government of the United States or any state.

e) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

f) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

g) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

h) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

i) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or

elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

j) To engage in any and all lawful business, trades, occupations and professions.

k) To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

l) To have and exercise all the powers and rights conferred by the laws of the State of Florida upon corporations of this kind, and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects or powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection of benefit of this corporation; and to do any and all things herein above set forth, to the same extent as any natural person might or could do.

The intention is that none of the objects and powers as herein above set forth, except where otherwise specified in this Article, shall be anywise limited or restricted by reference to or inference from the terms of any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Two Hundred shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation, outstanding at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription of such bonds, notes, debentures, or other securities convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 444 Brickell Avenue, Suite 300, Miami,

Florida 33131. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Sau Kai Chan	444 Brickell Avenue, Suite 300 Miami, Florida 33131
Suk Fong Tammy Poon	444 Brickell Avenue, Suite 300 Miami, Florida 33131

ARTICLE IX - INCORPORATOR

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

William H. Newton, III, Esquire
444 Brickell Avenue, Suite 300
Miami, Florida 33131

ARTICLE X - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the

officers and directors of this corporation may be the other individual or individuals who contract with this corporation.

ARTICLE XI - AMENDMENT

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

ARTICLE XII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be at 444 Brickell Avenue, Suite 300, Miami, Florida 33131. The Board of Directors may from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE XIII - SERVICE OF PROCESS

All legal service shall be made upon WILLIAM H. NEWTON, III, the Registered Agent, at 444 Brickell Avenue, Suite 300, Miami, Florida 33131.

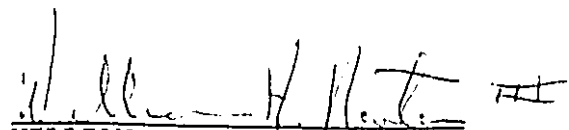
ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or

neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matters.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 3rd day of March, 1995.


WILLIAM H. NEWTON, III
INCORPORATOR

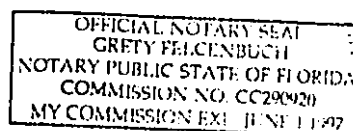
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared William H. Newton, III, to me well known to be the individual described and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

SUBSCRIBED AND SWORN to before me in the County and State named above this 3rd day of March, 1995.


Notary Public, State of
Florida at Large

My Commission Expires:



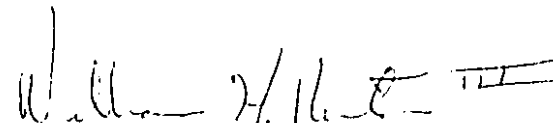
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
55 MAR 13 PM 2:55
CLERK OF COURT
JACKSONVILLE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

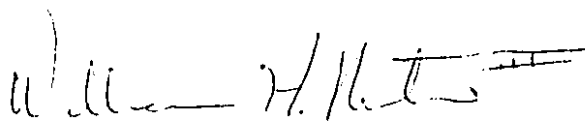
FIRST: CBI CENTER, INC., WITH ITS PRINCIPAL PLACE OF
BUSINESS AT MIAMI, STATE OF FLORIDA, HAS NAMED WILLIAM H. NEWTON,
III, LOCATED AT 444 BRICKELL AVENUE, SUITE 300, CITY OF MIAMI,
STATE OF FLORIDA, AS ITS AGENT SERVICE OF PROCESS WITHIN FLORIDA.

DATED: MARCH 7 TH, 1995.


WILLIAM H. NEWTON, III
INCORPORATOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: MARCH 7 TH, 1995.


WILLIAM H. NEWTON, III

LAW OFFICES OF
WILLIAM H. NEWTON, III
A PROFESSIONAL ASSOCIATION

WILLIAM H. NEWTON, III

RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33101
TELEPHONE (305) 356-5800
FAX (305) 374-6593
TELEX 441366 CBZ UI

P95000020205

EXPRESS MAIL

Attn: Darlene
Secretary of State--Amendments Section
409 East Gaines Street
Tallahassee, FL 32399

100001513391
-06/15/95--01023--004
*****35.00 *****5.00

Re: Restated Articles of Incorporation--
CBI Center, Inc.

Dear Darlene,

It was good speaking with you.

As discussed, enclosed is the original of the Restated
Articles of Incorporation along with a check payable to the
Secretary of State in the amount of \$35.00.

Please file the Restated Articles and kindly
acknowledge the filing thereof.

If you have any questions please do not hesitate to
contact me.

Mr. Newton III GAVE

AUTHORIZATION BY PHONE TO
CORRECT 6-12-95

DATE 6-12-95

WNN:lmf
Enclosure

cc: Ms. Cyndi Yip

Sincerely,

William H. Newton, III

6-12-95
Restated
Articles
of
Incorp.

FILED
95 JUN -9 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED
ARTICLES OF INCORPORATION
OF
CBI CENTER, INC.

FILED
95 JUN -9 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Restated Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is CBI CENTER, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

- a) To engage in management consulting and international trade.
- b) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings and dwellings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings and dwellings belonging to or to be acquired by this company, or any other person, firm or corporation.
- c) To buy, sell, mortgage, exchange, lease, or hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or intent therein.

d) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal body politic under the government of the United States or any state.

e) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

f) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

g) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

h) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

i) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

j) To engage in any and all lawful business, trades, occupations and professions.

k) To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

l) To have and exercise all the powers and rights conferred by the laws of the State of Florida upon corporations of this kind, and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects or powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection of benefit of this corporation; and to do any and all things herein above set forth, to the same extent as any natural person might or could do.

The intention is that none of the objects and powers as herein above set forth, except where otherwise specified in this Article, shall be anywise limited or restricted by reference to or inference from the terms of any other Articles, but that the

objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Two Hundred shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation, outstanding at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription of such bonds, notes, debentures, or other securities convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The address of the principal office of this corporation is Gran Park, 9851 N.W. 106th Street, Suite # 3 Medley, Florida 33178. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one (1).

ARTICLE VIII - NAME AND ADDRESS OF DIRECTOR

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Yu Hung Lucy Tang	444 Brickell Avenue, Suite 300 Miami, Florida 33131

ARTICLE IX - INCORPORATOR

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

William H. Newton, III, Esquire
444 Brickell Avenue, Suite 300
Miami, Florida 33131

ARTICLE X - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact the one or more of the officers or directors of this

corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals who contract with this corporation.

ARTICLE XI - AMENDMENT

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

ARTICLE XII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be at CBI Center, Inc. Gran Park, 9851 N.W. 106th Street, Suite # 3 Medley, Florida 33178. The Board of Directors may from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE XIII - SERVICE OF PROCESS

All legal service shall be made upon LAI SHAN CYNDI YIP, the Registered Agent, at Gran Park, 9851 N.W. 106th Street, Suite # 3, Medley, Florida 33178, Medley, Florida 33178.

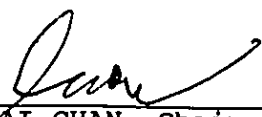
ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or

liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matters.

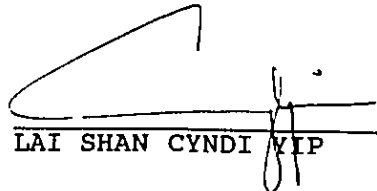
The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 15th day of ~~May~~, 1995. The Restated Articles were adopted on April 1, 1995 by the shareholder ~~and~~ Board of Directors.



SAU KAI CHAN, Chairman of
the Board of Directors

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: ~~MAY~~ APRIL ~~TH~~ 15th, 1995. *Cy*


LAI SHAN CYNDI *VIP*