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TO DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32309
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CHINA STAR RESTAURANT, INC.
FAX AUDIT NUMBER: H95000003157
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Handwritten signature and date 3/20/95

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LEOPOLDO L. FUENTES, ESQ.
9139 FOUNTAINBLEAU BLVD.
SUITE # 1
MIAMI, FL 33172
(305) 223-8264
FL. BAR NO. 161912

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CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:
CHINA STAR RESTAURANT, INC.

ARTICLE TWO

NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. the date on which corporate existence shall begin is: date of incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00) or such greater amount as may be required by the law.

ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director who is a citizen of the United States of America. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation shall at all times have a minimum of one Director.

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ARTICLE SIX

CLASSES OF DIRECTORS

The By-Laws of this corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the law of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common stock that this corporation may issue is: One Hundred dollars and 00/100-----(\$100.00)

C. Par Value: Each share of Common stock shall have the par value of: Five dollars and 00/100-----(\$5.00).

D. Consideration: shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.

G. Cumulative Voting: No holder of Common Stock shall be entitled to any rights of cumulative voting.

H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

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1. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE

SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence, for each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation;
Required percentage: 51%
2. Sale, lease or exchange of all of this corporation's property and assets, or of any property or assets of this Corporation essential to the business of this corporation;
Required percentage: 51%
3. Merger or consolidation of this corporation into or with any other corporation;
Required percentage: 51%
4. Voluntary dissolution of this corporation,
Required percentage: 51%

ARTICLE TEN

PRE-EMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such persons, firms corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders then of record of any class, any thereof, on the same terms or on any terms, all pre-emptive or preferential rights of purchase of every kind being waived by each and every stockholder.

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ARTICLE TEN

REGISTERED AGENT

The Registered Agent and the Registered Office of this Corporation shall be:

KIM CHIU
11910 S.W. 4th Street
Miami, Florida 33184

INDEMNIFICATION

This corporation shall indemnify any and all of its Directors, Officers, employees or agents, or former Directors, Officers, employees or agents, or any person who may have served at its request as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock, or of which it is a creditor against the expenses, including the cost of any judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made a party, by reason of his alleged acts or omission while being or having been such director, Officer, employee or agent, provided, it shall not be determined by a final determination thereof on the merits that such director, Officer, employee or agent was in any substantial way derelict in the performance of his duties; or provided, that such action, suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such Director, Officer employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein such determination to be made by a majority of the members of the Board of Directors of this corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes
the following is submitted, in compliance with said Act:

That CHINA STAR RESTAURANT, INC.
desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the Articles of
Incorporation at the City of Miami, County of
Dade, State of Florida, has named:

Rie Chiu

as its agent to accept service of process within this state.

Rie Chiu *Kie ch*

Miriam Chiu *Miriam Chiu*

Having been named to accept service of process for
the above stated Corporation, at the place designated in
this certificate, I hereby accept to act in this capacity
and agree to comply with the provisions of said Act relative
to keeping open said office.

By: *Kie ch*
REGISTERED AGENT
Rie Chiu

RECEIVED
MAR 20 1995

CERTIFIED
MAR 20 1995

FILED

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SUBSCRIBER, INITIAL DIRECTOR AND
INITIAL PRINCIPAL OFFICE

The undersigned individual, a United States citizen competent to contract, executed this Certificate of Incorporation as its sole subscriber and director. The undersigned individual shall hold office as a director until his successors have qualified, following their election or appointment. The street address of such individual shall be the initial street address in Florida of the Principal Office of this Corporation. The Corporation may change its Principal Office at any time.

SUBSCRIBER/DIRECTOR: KIE CHIU and MIRIAM CHIU

STREET ADDRESS/PRINCIPAL OFFICE: 11910 S.W. 4th Street
Miami, Florida 33184

IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATED: 3/20/95

Kie Chiu
Kie Chiu
Miriam Chiu
Miriam Chiu

STATE OF FLORIDA)
COUNTY OF DADE) ss

BEFORE ME, the undersigned authority, personally appeared Kie Chiu and Miriam Chiu, his wife to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

DATED: 3/20/95

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
Luborillo L. Fuentes

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COM. EXPIRATION DATE 06-15-96

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