

**MACRIS, DEAN & CASELLA, P.A.**

ATTORNEYS AT LAW

680 SOUTH TAMPA TRAIL  
VENICE, FLORIDA 33595

STEVEN W. MACRIS  
BRIAN L. DEAN  
JOHN CASELLA

TELEPHONE 813-484-1118  
TELECOPIER 813-484-2334

**P950000 22633**

Secretary of State  
P. O. Box 6327  
Tallahassee, FL 32314  
CORPORATE DIVISION

RE: Little China Restaurant, Inc.

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation and Designation of Registered Agent to be filed with your office.

Also enclosed is a check in the amount of \$122.50 for filing fees and the cost of returning a certified copy of the Articles of Incorporation to the undersigned in the envelope provided.

Thank you for your cooperation in this matter.

Sincerely,

*Steven W. MacCris*  
Steven W. MacCris

SWM:dr  
enclosures

RECEIVED  
MAR 20 1995  
TALLAHASSEE, FLORIDA  
CORPORATE DIVISION

3/21/95

*TS*

ARTICLES OF INCORPORATION  
OF  
LITTLE CHINA RESTAURANT, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is LITTLE CHINA RESTAURANT, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The corporation's principal office shall be at 301 Sea Grape Road, Venice, Florida 34293, and the corporation's mailing address shall be 301 Sea Grape Road, Venice, Florida 34293.

ARTICLE III

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares of common stock having a nominal or par value of One Dollar (\$1.00).

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 609 South Tamiami Trail, Venice, Florida 34285, and the name of the initial registered agent of this corporation at that address is STEVEN W. MACRIS.

ARTICLE VII

DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
SIT KWAN YIP	301 Sea Grape Road Venice, FL 34293
YOOK SIN YIP	301 Sea Grape Road Venice, FL 34293

ARTICLE IX

SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
SIT KWAN YIP	301 Sea Grape Road Venice, FL 34293
YOOK SIN YIP	301 Sea Grape Road Venice, FL 34293

ARTICLE X

TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation

may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of this corporation, and a reference to such agreement shall be stamped, written or printed upon the certificate representing said shares, and the Bylaws of this corporation shall likewise include proper provisions for the making of such agreements as aforesaid.

#### ARTICLE XI

##### TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation are interested in such contract or transaction; provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of said Board at which such contract or transaction is authorized or confirmed; and provided, further, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE XII

##### REPLACEMENT OF STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or

destroyed certification.

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

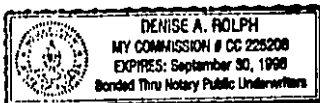
Sit Kwan Yip  
SIT KWAN YIP

Yook Sin Yip  
YOOK SIN YIP

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a duly authorized Notary Public, personally appeared SIT KWAN YIP and YOOK SIN YIP, to me known to be the persons described as subscribers herein, who are personally known to me, who executed the foregoing, and they acknowledged before me that they subscribed to the said Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid, this 14 day of March, 1995.



Denise A. Rolph  
DENISE A. ROLPH  
(Typed, printed or stamped  
name of Notary Public)

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST . . . That LITTLE CHINA RESTAURANT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 301 Sea Grape Road, Venice, Florida 34293 has named STEVEN W. MACRIS, 609 S. Tamiami Trail, Venice, Florida 34285, as its agent to accept service of process within Florida.

Signature: Sid Kwinn Yip  
(corporate officer)

Title: INCORPORATOR

Date: 3/14/95

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.

Signature: Er Allen

Date: March 14, 1995

P 95000022633

LITTLE CHINA  
RESTAURANT  
775 S VENICE BLVD-8455  
VENICE, FLORIDA 33592

(City, State, Zip)

(Phone #)

500001551045  
-08/01/95--01095--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS AUG 15 1995

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

August 7, 1995

**LITTLE CHINA RESTAURANT**  
**775 S. VENICE BY-PASS**  
**VENICE, FL 34292-P**

**SUBJECT: LITTLE CHINA RESTAURANT, INC.**  
**Ref. Number: P95000022633**

We have received your document for LITTLE CHINA RESTAURANT, 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):

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

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) 487-6903.

Nancy Hendricks  
Corporate Specialist

Letter Number: 595A00036914



# STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FL submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: LITTLE CHINA RESTAURANT, INC.

1b. The mailing address of the corporation is: 775 VENICE BYPASS SO.  
VENICE FL 34292

1c. Date of incorporation: 3/21/95 Document number: P95000022633

2. The name and address of the current registered agent and office:

STEVEN D. MACKIS  
609 So. YAMAMI TRAIL  
VENICE FL 34285

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

SIT KWAN YIP  
610 LITTLE CHINA RESTAURANT, INC.  
775 VENICE BYPASS SO.  
VENICE FL 34292

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Sit Kwan Yip  
(Signature of an officer, chairman or vice chairman of the board)

7-24-95  
(Date)

SIT KWAN YIP Pres  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Sit Kwan Yip  
(Signature of Registered Agent)

7-24-95  
(Date)

If signing on behalf of an entity:

Sit Kwan Yip  
(Typed or Printed Name)

(Capacity)

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

FILING FEE: \$35.00