

# P95000025221

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 MAR 29 1995  
 AM 2:40

*KAN* 329

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>AAK</u>	_____	_____

WALK-IN Will Pick Up 329 1100

RE: U.S.A. Sequel Group, Inc.

	C.C. FEE	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
_____ Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U S-	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Reinstatement	_____	_____
_____ Reg. Agent Service	_____	_____
_____ Document Filing	_____	_____
_____ Corporate Kit	_____	_____
_____ Vehicle Search	_____	_____
_____ Driving Record	_____	_____
_____ Document Retrieval	_____	_____
_____ UCC 1 or 3 File	_____	_____
_____ UCC 11 Search	_____	_____
_____ UCC 11 Retrieval	_____	_____
_____ File No.'s, _____ Copies	_____	_____
_____ Courier Service	_____	_____
_____ Shipping/Handling	_____	_____
_____ Phone ( )	_____	_____
_____ Top Priority	_____	_____
_____ Express Mail Prep.	_____	_____
_____ FAX ( ) pgs.	_____	_____
<b>SUBTOTALS</b>	_____	_____

600011442555  
 -03/29/95-01013-124  
 \*\*\*\*\*0.00 \*\*\*\*\*

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

**THANK YOU**  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
U.S.A. SEQUEL GROUP, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 29 AM 2:40

The undersigned, acting as incorporator of a corporation under the Florida General Corporations Act, adopts the following articles of incorporation for such corporation.

**ARTICLE I - NAME:** The name of the corporation is **U.S.A. SEQUEL GROUP, INC.**

**ARTICLE II - PURPOSE:** This corporation is organized for the purpose of importing and exporting certain goods, as well as conducting all business or activities legally permitted under the laws of the United States and the State of Florida.

**ARTICLE III - DURATION:** The period of the duration of the corporation is to be perpetual.

**ARTICLE IV - CAPITAL STOCK:** This corporation shall be authorized to issue one hundred (100) shares of common stock of no par value.

**ARTICLE V - INITIAL REGISTERED OFFICE:** The street address of the initial registered office of this corporation is 5135 Jack Brack Road, St. Cloud, Florida 34771, and the name of the initial registered agent of this corporation at said address is YING HONG HE.

**ARTICLE VI - SHAREHOLDER MANAGEMENT:** This corporation shall not have a Board of Directors, but shall be managed directly by or under the direction of the shareholders.

**ARTICLE VII - OFFICERS:** The business of the corporation is to be conducted by a President and Secretary, and the Stockholders and such other officers, agents, or committees as the Stockholders may create, adopt, select and appoint. No officer shall be required to be a stockholder except the President as a condition precedent to the right to hold office.

**ARTICLE VIII - INCORPORATORS:** The name and address of the

Incorporator is:

Ying Hong He  
5135 Jack Brack Road  
St. Cloud, Florida 34771

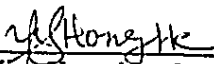
**ARTICLE IX - RESTRICTIONS ON TRANSFER OF SHARES:** In the event and Shareholder should receive a bona fide offer to purchase any shares, or otherwise transfer any shares, and should any Shareholder desire to sell such share or shares, or be compelled to do so, or should a transfer result or be required for any reason, then the other shareholders shall hold and enjoy the first right and privilege to purchase said shares for the price and on the terms of said bona fide offer or other price as may be fixed in the by-laws of **U.S.A. SEQUEL GROUP, INC.** The selling Shareholder or person responsible for the transfer, shall notify all other Shareholders and the Secretary of the Corporation by registered mail, in writing, of said offer and all other Shareholders shall have a period of 15 days from receipt thereof within which to notify the Secretary of the Corporation in writing of their desire to purchase said shares for said price and on said terms. Should all other Shareholders fail to do so, the selling or recipient Shareholders shall have the right to accept such other offer or shares. In the event any Shareholders do elect to purchase said share or shares, the Secretary of the Corporation shall allow electing Shareholders to purchase same and shall transfer the records and certificates of shares only to the electing Shareholders in proportion to their number of shares previously held. The transfer value of any shares which are subject of an involuntary transfer, whether from death, incapacity, divorce, bankruptcy, or any other cause, shall be as established in the by-laws of the corporation.

**ARTICLE X - UNISSUED SHARES:** In the event the Corporation should, except as provided in Article IX above, transfer or sell any unissued shares, the Corporation shall give to all Shareholders the first right and privilege to purchase said

shares for the price and on the terms of sale to any other party. The Secretary of the Corporation shall notify all Shareholders in writing of said offer and Shareholders shall have a period of 15 days from receipt thereof within which to notify the Secretary of the Corporation in writing of their desire to purchase said shares for said price and on said terms. Should all Shareholders fail to do so, the Corporation shall have the right to sell the shares to be issued. In the event Shareholders do elect to purchase said shares, they may purchase same in proportion to the number of shares they already hold. Such proportional sale shall be conducted by the Secretary of the Corporation in the manner set forth for sale of shares or transfers by a Shareholder as set forth in Article IX preceding.

**ARTICLE XI - AMENDMENTS:** These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Stockholders by a majority entitled to vote thereon at one (1) vote per share.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 20<sup>th</sup> day of March, 1995.

  
\_\_\_\_\_  
Ying Hong He, Incorporator

STATE OF FLORIDA

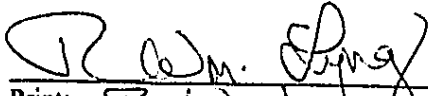
COUNTY OF OSCEOLA

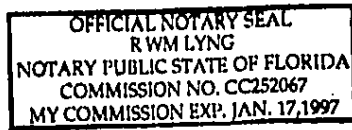
BEFORE ME, a Notary Public authorized to take acknowledgment in the state and county set forth above, personally appeared YING HONG HE, known to me to be the person who executed the foregoing Articles of Incorporation, or who has submitted

D.L.# H000-968-56-864-B as identification; and she acknowledged before me that

she executed those Articles of Incorporation, and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 20<sup>th</sup> day of March, 1995.

  
Print: R. Wm. Lyng  
Notary Public, State of Florida at Large  
My Commission Expires: \_\_\_\_\_  
My Commission No. \_\_\_\_\_



**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:**

**U.S.A. SEQUEL GROUP, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5135 Jack Brack Road, St. Cloud, Florida 34771, has named YING HONG HE at said address as its agent to accept service of process within Florida.

Signature: Ying Hong He  
Print: YING HONG HE  
Date: 3/20/95

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.

Ying Hong He  
Registered Agent  
Printed Name: YING HONG HE  
Date: 3/20/95