

**93000029241**

LAW OFFICES

*S. Blair Ross*

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MIAMI, FLORIDA 33130

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April 5, 1995.

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

Re: KUM BAI YA, INC.

Dear Sir/Madam:

Please find enclosed Articles of Incorporation of the  
above named Corporation together with check in the sum of \$122.50  
covering filing fees and certified copy of Articles.

Thank you for your attention to the above.

Very truly yours,

  
S. BLAIR ROSS

SDR:mc  
Encl.

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ARTICLES OF INCORPORATION  
OF

KUM BAI YA, INC.

95  
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TALLAHASSEE, FLA.

The undersigned subscriber to these ARTICLES OF INCORPORATION, a natural person, competent to contract, hereby subscribes to this instrument so as to form a corporation under the Laws of the State of Florida.

1. The name of the corporation is: KUM BAI YA, INC.

2. The general nature of the business to be transacted by this corporation is: IMPORT AND EXPORT OF GENERAL MERCHANDISE

(a) To engage in every aspect and phase in the purchase and sale of improved and unimproved real properties, of all kinds and types, for capital investment and income.

(b) To make investments for itself and for other entities in securities and mortgages on properties in the State of Florida or elsewhere in the United States.

(c) To conduct business in, have one or more offices in and buy, hold, mortgage sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights trademarks and licenses, in the State of Florida and in all other states and countries.

(d) 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.

(e) To purchase the corporate assets of now existent corporations and engage in the same or other character of business.

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

(g) To act as agent for any person, firm or corporation, and to enter into every type of contract which might seem to be in the corporation's interest.

(h) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any thereof; to have and exercise all the rights now or hereafter conferred by the Laws of the State of Florida now in force or any amendment or amendments thereto.

The foregoing enumeration of the objects, purposes and powers is not intended and shall not be construed or held to prohibit or limit the exercise of any further rights or powers which may now or hereafter be allowed by the Corporation Laws of the State of Florida now in force or any amendment or amendments thereto.

3. The maximum number of shares that this corporation is authorized to have outstanding at any one time is: 1,000, having a par value of One Dollar.

The consideration to be paid for each share shall be fixed by the Board of Directors.

4. The amount of capital with which this corporation will begin business is: \$1,000.00.

5. The corporation herein formed is to exist perpetually.

6. The initial post office address of the principal office of the corporation is 7155 S. W. 110th Terrace MIAMI, Florida 33156.

7. This corporation shall have two Director(s) initially. The number of Directors may be increased or diminished from time to time.

8. The name and address of the subscriber to these articles of incorporation, the number of shares he agrees to take, and the value of the consideration therefore are:

ERCIDIO A. GONCALVES-ONE THOUSAND shares value \$1,000.00  
7155 S. W. 110th Terrace Miami, Florida 33156

9. The name and post office address of the member of the first Board of Directors is:

ERCIDIO A. GONCALVES 7155 S. W. 110th Terrace Miami, Fl. 33156  
MARIANA N. GONCALVES 7155 S. W. 110th Terrace Miami, Fl. 33156

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

Incorporation be made.

11. The Board of Directors is authorized to adopt BY-LAWS, including provisions to cover the issuance of stock certificates, and prohibitions against the transfer of the stock of the corporation and of the pre-emptive rights to such stock, provided such BY-LAWS are not contrary to the Laws of the State of Florida.

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

First: KUM BAI YA, INC. desiring  
to organize under the Laws of the State of Florida, with its  
registered office as indicated in the Articles of Incorporation.

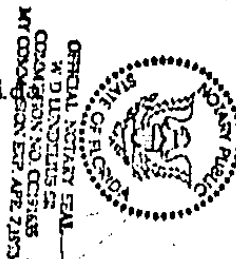
IN WITNESS WHEREOF, the undersigned has made,  
subscribed and acknowledged these Articles of Incorporation at  
Miami, Florida this 3<sup>rd</sup> day of March, 1995.

  
\_\_\_\_\_  
MARIANA N. GONCALVES

State of Florida       )  
                              ) SS.  
County of Dade        )

I HEREBY CERTIFY that on this day, before me a NOTARY PUBLIC duly authorized in the State and County above named to take oaths and acknowledgements personally appeared  
                  MARIANA N. GONCALVES  
to me personally well known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to same.

WITNESS my hand and Official Seal at Miami, Florida  
this 5<sup>th</sup> day of March, 1995.



NOTARY PUBLIC

ACKNOWLEDGEMENT

Having been named as registered agent for the above stated corporation, at the place designated in the Articles of Incorporation, 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

MARIANA N. GONCALVES

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 40.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--- THAT KUM HAI YA, INC.  
(NAME OF CORPORATION)  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI  
STATE OF Florida, has named MARIANA N. CONCALVES (NAME OF  
(STATE))

MARIANA N. CONCALVES, located at 7155 S. W. 110th Terrace  
(RESIDENT AGENT) (STREET ADDRESS)  
CITY OF Miami  
(AND NUMBER OF BUILDING)  
(POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
(CITY)  
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]

(CORPORATE OFFICER)

FILED  
95 APR 11 PM 1:20  
TALLAHASSEE  
SECRET

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 [Signature]

(RESIDENT AGENT)

DATE March, 1995