

**P95000030150**

**BAKER  
&  
HOSTETLER**  
COUNSELLORS AT LAW

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WRITER'S DIRECT DIAL NUMBER (407)

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March 30, 1995

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

000001455930  
-04/13/95--01067--003  
\*\*\*\*122.50 \*\*\*\*122.50

ATTN: Document Filing Section

Re: Incorporation of LFK, INC., a Florida  
corporation

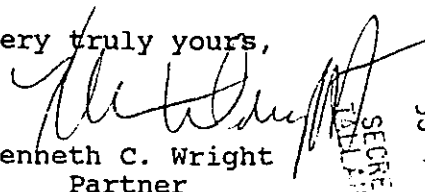
Dear Sir/Madam:

I am enclosing with this letter the following documents  
relating to the incorporation of LFK, INC., a Florida corporation.

1. The Articles of Incorporation of LKF, INC.
2. This firm's check in the amount of \$122.50 representing  
payment of the filing fees, registered agent designation  
and one certified copy of the Articles of Incorporation.
3. A copy of the executed Articles of Incorporation to be  
date stamped, certified and returned as confirmation of  
filing.

Thank you for your assistance in this matter. If you have any  
questions with regard to this matter, please feel free to call me.

Very truly yours,

  
Kenneth C. Wright  
Partner

AMC/KCW/bsw  
Enclosures  
3544/24355/95001/SEC-STATE.AMC

cc: Ms. Mable Fan

**B. REGISTER APR 1 8 1995**

**FILED**  
**95 APR 13 PM 1:08**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

Articles of Incorporation  
of  
LFK, INC.

FILED  
95 APR 13 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is LFK, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 447 Forest Wood Lane, Maitland, Florida 32751.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 447 Forest Wood Lane, at the city of Maitland, in the County of Seminole. The name of the registered agent at such address is Chun Sun Lau.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## ARTICLE V

### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is six hundred and fifty (650) shares of Common Stock ("Common Stock") \$0.01 par value per share.

## ARTICLE VI

### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Chun Sun Lau	447 Forest Wood Lane Maitland, FL 32751

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Kent Wah Kwong	208 Yue Wo House Yue Tin Court Shatin, Hong Kong
Chun Sun Lau	447 Forest Wood Lane Maitland, Florida 32751
Hing K. Fan	356 Amaca Circle Orlando, Florida 32837

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## ARTICLE X

### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

## ARTICLE XI

### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

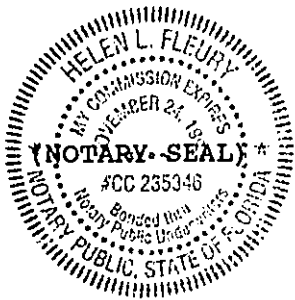
DATED at Orlando, Orange County, Florida, this 27th day of March, 1995.

INCORPORATOR

By: Chun Sun Lau  
Chun Sun Lau

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF ORANGE     )

The foregoing instrument was acknowledged before me this 27th day of March, 1995, by Chun Sun Lau, on behalf of the corporation. He is personally known to me or has produced Florida Driver License as identification and ~~did~~/did not take an oath.



Helen L. Fleury  
(Notary Signature)  
Helen L. Fleury  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. CC 235346

3544AMC/CHUN/ARTICLES.AMC  
03/17/95.bsw

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That LFK, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Maitland, County of Seminole, State of Florida, has named Chun Sun Lau, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

By:

Chun Sun Lau  
CHUN SUN LAU

DATED: 3-27-1995

FILED  
95 APR 13 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA