

P95000059395

TRANSMITTAL LETTER

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

SUBJECT: China Latin America Trading Emporium, Inc.
Also D/B/A: CLA Trading Emporium, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

Theresa Kon-Fong
Name (printed or typed)

8306 Mills Drive, Suite 314
Address

Miami, FL 33183
City, State & Zip

(305) 253-2189
Daytime Telephone number

718- 59-2165

RECEIVED JUL 15 1995
-05-01-15-01035-010
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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation

The following shall be known as the bylaws of the Corporation, the bylaws being rules of self government of the Corporation. These bylaws are the set of rules by which the Corporation operates on a daily basis and settles disputes that may arise from time to time, and they are binding on all those associated with the Corporation either now, or in the future. If the Bylaws are found to be inconsistent with Florida State Law, then Florida State Law will override. The Bylaws may be amended by the Directors provided there is a majority of Directors votes favoring the amendments.

ARTICLE I NAME

China Latin America Trading Emporium, Inc

ARTICLE II PRINCIPLE OFFICE

The address of the principle office is:

*8306 Mills Drive
Suite 314
Miami, Florida 33183*

ARTICLE III SHARES

The corporation is authorized to issue 1000 shares.

The shares of the Corporation will be common stock, with full voting rights and identical rights and privileges, with no par value. The issuance of shares will be governed by the Board of Directors, as will be the consideration to be paid for the shares, which will meet

the requirements of Florida State Business Corporation Law. The Corporation through its Board of Directors may issue fractional shares, acquire its own shares, declare and pay cash or stock dividends, or issue certificates

In order to insure the continued existence of the Corporation, the transfer of shares of the Corporation to any individual or other entity will be restricted in the manner described herein. No shares may be transferred on the books of the Corporation unless the number of shares are first offered to the Corporation, and then to the other shareholders on a right of first refusal basis, the corporation having first option. This option to purchase the stock will expire in ninety (90) days from when offered. If the option is not exercised within the stated period, the Shareholder may dispose of the shares in any manner he wishes. The share certificates shall bear the following notice: RESTRICTED STOCK.

ARTICLE IV POWERS

The Corporation has the powers given by Florida Business Corporation Law, to do all things necessary or practical to carry out its business and affairs including without limitation, the power to sue, make contracts, deal in property of any kind, make investments, borrow or lend money, be part of another entity, or conduct its business in any way allowed by the laws of the State of Florida.

ARTICLE V MEETINGS

REGULAR MEETINGS

The Corporation may hold any number of meetings to conduct its business. At a minimum, it will hold an annual Shareholders' meeting at which the Directors will review with the Shareholders the operating results of the Corporation for the prior year, hold elections for Directors, and conduct any other business that may be necessary at that time. Unless decided otherwise at the time, the place and time for the annual Shareholders' meeting will be at the offices of the Corporation on the third (3rd) Monday of January at 2:00PM, each year. The Secretary will give proper notice to the Shareholders as may be required by law, however that notice may be waived by the Shareholders by submitting a signed waiver either before or after the meeting, or by his attendance at the meeting. Meetings may be held in or out of this State. Minutes must be taken by the Secretary for inclusion in the Corporate Records.

SPECIAL MEETINGS

The corporation may hold meetings from time to time at such times and places that may be convenient. These meetings may be Directors meetings or Shareholder meetings or combined Director and Shareholder meetings. Special Shareholder meetings may be called by The Board of Directors or demanded in writing by the holders of Ten (10%) percent or more shares. Special Directors meetings may be called by the Chairman, the President, or any two Directors. The Corporate Secretary will give proper notice as may be required by law, however that notice may be waived by the individual by submitting a signed waiver either before or after the meeting, or by his attendance at the meeting. Meetings may be held in or out of this State. Minutes must be taken by the Secretary for inclusion in the Corporate Records.

ARTICLE VI VOTING

From time to time it may be necessary for a Director or Shareholder to vote on issues brought before a meeting. No voting may take place in a meeting unless there is a quorum present. That is, a quorum of Directors must be present at a meeting before any Director may vote, and likewise a quorum of Shareholders must be present at a meeting before any Shareholder may vote. A quorum of Directors at a meeting is defined as a majority of the shares entitled to vote. If a quorum is present at a meeting, action on a matter may be passed if the number of votes favoring the action is cast by a majority. For voting purposes, a Director may cast one vote, and a Shareholder may cast one vote for each share held except in the case of director elections when voting is cumulative. A shareholder may vote in person or by proxy.

ARTICLE VII ACTION WITHOUT MEETING

Directors or Shareholders may approve actions without a formal meeting if all entitled to vote on a matter consent to taking such action without a meeting. A majority still is required to pass actions without a meeting. The action must be evidenced by a written consent describing the action taken, signed by the Directors or Shareholders (depending on which group is taking the action) indicating each signer's vote or abstention on the matter, and it must be delivered to the Corporate Secretary for inclusion with the Corporate Records.

ARTICLE VIII
DIRECTORS

All corporate powers will be exercised by, or under the authority of, and the business affairs of the Corporation managed under the direction of, its Board of Directors. The Board may consist of one or more individuals, who need not be Shareholders or residents of the state of Florida. The terms of the initial Directors or subsequently elected Directors will end at the next Shareholders' meeting following their election, at which time new Directors will be elected or the current Directors will be reelected.

A Director may resign at any time by delivering a written notice to the Corporation. A Director may be removed at any time with or without cause if the number of votes cast to remove him exceeds the number of votes cast not to remove him. Vacancies on the Board will be filled by the Shareholders in the manner described above.

The Directors of the Corporation are not liable to either the Corporation or its Shareholders for monetary damages for a breach of fiduciary duties unless the breach involves disloyalty to the Corporation or its Shareholders, acts or omissions not in good faith, or self dealing. The Corporation may indemnify the Directors or Officers who are named as defendants in litigation relating to Corporate affairs and the Directors or Officers role therein.

ARTICLE IX
OFFICERS

The officers of the Corporation will be initially appointed by the Board of Directors. The officers of the Corporation will be at least those required by Florida State law, and any other officers that the Board of Directors may deem necessary. The duties and responsibilities of the Officers will be set by, and will be under the continued direction of, the Directors. Officers may be removed at any time with or without cause, and may resign at any time by delivering written notice to the Board of Directors.

ARTICLE X
INITIAL REGISTERED AGENT AND STREET ADDRESS

Registered Agent:	Theresa Kon-Fong
Street Address:	8306 Mills Drive, Suite 314 Miami, Florida 33183

ARTICLE XI
INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation are:

Directors:

- | | | |
|----|--|---|
| 1. | Theresa Kon-Fong
<i>Chairman of the Board</i> | 12410 S.W. 195 Terrace
Miami, Florida 33177 |
| 2. | Lazaro Leon Kon-Fong | 12410 S.W. 195 Terrace
Miami, Florida 33177 |
| 3. | Ken S. Kon-Fong | 43-39 158 Street, Apt. #3
Flushing, New York 11358 |
| 4. | Sue L. Kon-Fong | 12410 S.W. 195 Terrace
Miami, Florida 33177 |
| 5. | Diane Perez | 12410 S.W. 195 Terrace
Miami, Florida 33177 |

Officers:

- | | | |
|-----------------|----------------------|--|
| President: | Theresa Kon-Fong | 12410 S.W. 195 Terrace
Miami, Florida 33177 |
| Vice President: | Lazaro Leon Kon-Fong | 12410 S.W. 195 Terrace
Miami, Florida 33177 |
| Secretary: | Sue L. Kon-Fong | 12410 S.W. 195 Terrace
Miami, Florida 33177 |
| Treasurer: | Diane Perez | 12410 S.W. 195 Terrace
Miami, Florida 33177 |

Shareholders:

200 shares of authorized stock have been issued to the following:

<u>No. of</u>	<u>% of</u>	<u>Name</u>	<u>Address</u>
<u>Shares</u>	<u>Ownership</u>		
100	50%	Theresa Kon-Fong	12410 S.W. 195 Terr. Miami, Florida 33177
75	37.5%	Lazaro Leon Kon-Fong	12410 S.W. 195 Terr. Miami, Florida 33177
25	12.5%	Ken S. Kon-Fong	43-39 158 St., Apt. #3 Flushing, NY 11358

The undersigned incorporators have executed these Articles of Incorporation this 21 day of July, 1995.



Theresa Kon-Fong



Lazaro Leon Kon-Fong



Sue L. Kon-Fong



Ken S. Kon-Fong



Diane Perez

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: China Latin America Trading Emporium, Inc.

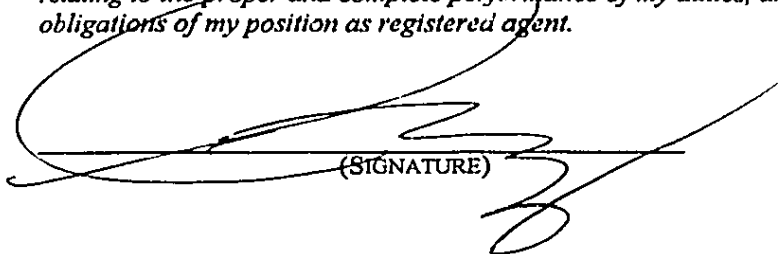
2. The name and address of the registered agent and office is:

Theresa Kon-Fong
(NAME)

8306 Mills Drive, Suite 314
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, FL 33183
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

7/27/95
(DATE)

95 JUL 31 PM 6:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FL