

P95000063222

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

95 APR 15 1995

OFFICE USE ONLY

RECEIVED  
-007/16/95 - 01023 - 0003  
444400.00 444400.00

95 APR 15 1995

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

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

☒ Walk in ☒ Pick up time 1:00

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" 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 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

Examiner's Initials

3/16/95  
VJW

**ARTICLES OF INCORPORATION  
OF  
HENG SENG CORPORATION**

SEALING OFFICE  
CORAL SPRINGS, FL 33063  
305-447-8900

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **HENG SENG CORPORATION**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 8433 Forest Hill Drive, Coral Springs, Florida 33063 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is Jian Rong Li whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Lai Soo Choy
Vice-President:	Jian Rong Li
Secretary:	Hui Cong Feng
Treasurer:	Hui Cong Feng



## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Jian Rong Li  
Lai Sao Choy  
Hui Cong Fong

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



**AMERILAWYER<sup>®</sup>**

## **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer<sup>®</sup>, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer<sup>®</sup>, 343 Almeria Avenue, Coral Gables, Florida 33134.

## **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE 15 - AMENDMENT**

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



IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 15 August 1995.

*Jian Rong Li*

Jian Rong Li, Incorporator

95-AUG-16 PM 11:06

FILED  
CLERK OF DISTRICT COURT  
JANUARY 16 1996  
CORAL GABLES, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By: *Lawrence J. Spiegel*  
Lawrence J. Spiegel, President

ARTING 5/95



**AMERILAWYER®**

343 ALMERIA AVENUE • CORAL GABLES, FL. 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL. 33114-4479

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N. HENDRICKS OCT 25 1996

Examiner's Initials

FILED  
95 OCT 25 PM 3:08  
TALLAHASSEE, FLORIDA  
96 OCT 25 PM 11:35  
DIVISION OF REVENUE

**ARTICLES OF AMENDMENT**

**TO**

**ARTICLES OF INCORPORATION**

**OF**

**HENG SENG CORPORATION**

**FILED**

96 OCT 25 PM 3:09

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 5 of the Articles of Incorporation provides:

President:	Lai Soo Choy
Vice-President:	Jian Rong Li
Secretary:	Xie B. Lin
Treasurer:	Xie B. Lin

**SECOND:** Article 5 shall be amended to state:

President:	Sook Yi Lai
Vice-President:	Jian Rong Li
Secretary:	Xie B. Lin
Treasurer:	Xie B. Lin

whose addresses shall be the same as the principal address of the Corporation.

**THIRD:** Article 6 of the Articles of Incorporation states Director(s) as:

Jian Rong Li  
Lai Soo Choy  
Xie B. Lin





6

**FOURTH:** Article 6 shall be changed to state Director(s) as:

Jian Rong Li  
Sook Yi Lai  
Xio B. Lin

whose addresses shall be the same as the principal address of the Corporation.

**FIFTH:** The date of the adoption of this amendment is the 22 October 1996.

**SIXTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

**SEVENTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 22 October 1996.

  
\_\_\_\_\_  
Lai Soo Choy, Director

AMTAMEND PRES



P95000063222

AMERILAWYER<sup>SM</sup>

(Requestor's Name)

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(Address)

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\*\*\*\*\*107,000 \*\*\*\*\*35,000

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97 MAY -8 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAY -8 PM 1:35  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

5/8

Handwritten signature/initials

W

Examiner's Initials

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**HENG SENG CORPORATION**

97 MAY -8 PM 2:02  
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TALLAHASSEE FLORIDA

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Secretary:	Xie B. Lin
Treasurer:	Xie B. Lin

whose addresses shall be the same as the principal address of the Corporation.

**SECOND:** Article 5 shall be amended to state:

President:	Sook Yi Lai
Vice-President:	Jian Rong Li
Secretary:	David P. Lui
Treasurer:	David P. Lui

whose addresses shall be the same as the principal address of the Corporation.



**THIRD:** Article 6 of the Articles of Incorporation states Director(s) as:  
Xio B. Lin  
Jian Rong Li  
Sook Yi Lai

**FOURTH:** Article 6 shall be changed to state Director(s) as:

David P. Lui  
Jian Rong Li  
Sook Yi Lai


whose addresses shall be the same as the principal address of the Corporation.

**FIFTH:** The date of the adoption of this amendment is the 15 April 1997.

**SIXTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

**SEVENTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 15 April 1997.

  
\_\_\_\_\_  
Sook Yi Lai, Chairman of the Board of Directors

ARTAMEND.PRES

