

William D. Slicker, P.A.:

Attorney At Law

(813) 821-7111
(813) 822-3114
FAX (813) 894-8002

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*****70.00 *****70.00

P96000005744
January 10, 1996

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

Re: Vinh-Yen Corporation

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation and the Affidavit of the resident agent for the above referenced corporation.

Also enclosed please find a check in the amount of \$70.00 for the following:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Fee	+ 35.00
Total	\$ 70.00

Thank you for your kind cooperation and prompt attention to this matter.

Sincerely,

William D. Slicker

WDS/cah

JAN 18 1996

FILED
96 JAN 17 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VINH-YEN CORPORATION

FILED

96 JAN 17 PM 4:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby desire to form a corporation under and by virtue of the Laws of the State of Florida, with and under the following proposed charter:

ARTICLE I NAME

The name of this corporation is VINH-YEN CORPORATION.

ARTICLE II DURATION

This corporation shall exist perpetually, unless terminated as provided by law.

ARTICLE III PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred shares (7,500) of One Dollar (\$1.00) par value common stock.

**ARTICLE V LIMITATIONS AND RELATIVE RIGHTS
OF SHARES OF CAPITAL STOCK**

A. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

B. Limitations

All of the said stock may be paid for in cash, property, labor or services at a valuation to be fixed by the Board of Directors. All details as to the issuance, rights, liabilities, dividends, liquidation and other characteristics shall be prescribed and enumerated in the By-Laws of this corporation.

ARTICLE VI PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII INITIAL PRINCIPAL
OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 1431 - 49th Street South, Gulfport, Florida 33707 and the name of the initial registered agent of this corporation is Vinh Luong, 1431 - 49th Street South, Gulfport, Florida 33707.

**ARTICLE VIII INITIAL BOARD
OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation is:

Vinh Luong, 4337 - 30th Avenue North, St. Petersburg, Florida 33713.

Yen Ngoc Hang, 9414 N. Oakleaf Avenue, Tampa, Florida 33612.

ARTICLE IX INCORPORATORS

The name and address of the person signing these articles is:

Vinh Luong
4337 - 30th Avenue North
St. Petersburg, FL 33713

Yen Ngoc Hang
9414 N. Oakleaf Avenue
Tampa, FL 33612

**ARTICLE X BY-LAWS AND
AMENDMENTS**

The power to adopt, appoint, amend or repeal these Articles and By-Laws shall be vested in the shareholders.

**ARTICLE XI SHAREHOLDER
QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII INDEMNIFICATION

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

**ARTICLE XIII MANAGEMENT OF CORPORATION
BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

**ARTICLE XIV BUSINESS WITH OFFICERS
OR DIRECTORS**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested does not affect his status and he may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE XV POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XVI
COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XVII LIEN ON
CORPORATE STOCK**

The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation on the 10 day of January, 1996.



VINH LUONG



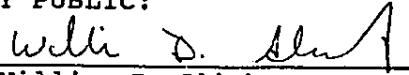
YEN NGOC HANG

STATE OF FLORIDA)
COUNTY OF PINELLAS)

On the 10 day of January, 1996, before me personally appeared Vinh Luong and Yen Ngoc Hang, who are personally known to me or Vinh Luong has produced his Florida Driver's License #L520-860-44-466-0 as identification and Yen Ngoc Hang has produced her Florida Driver's License #H520-974-69-690-0 as identification and they have made oath that they have read the foregoing ARTICLES OF INCORPORATION of VINH-YEN CORPORATION, by them subscribed and that they know the contents thereof and that the same is true to their own knowledge except as to those matters therein stated to be on their information and belief and as to those matters they believes them to be true.

NOTARY PUBLIC:

sign



print William D. Slicker

State of Florida at Large (SEAL)
My commission number is:



WILLIAM D. SLICKER
NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION # 123456789

AFFIDAVIT OF ACCEPTANCE
By Resident Agent

FILED
96 JAN 17 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PINELLAS)

1. I, Vinh Luong, am over the age of eighteen and have personal knowledge of the following.

2. I have read the Articles of Incorporation of VINH-YEN CORPORATION and am named as resident agent therein.

3. I have read Sections 607.0501 and 48.091, Florida Statutes and understand the duties of a resident agent.

4. I hereby accept the designation as resident agent of VINH-YEN CORPORATION. The registered office is: 1431 - 49th Street South, Gulfport, Florida 33707.

FURTHER AFFIANT SAITH NOT.

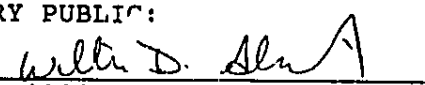


VINH LUONG

The foregoing instrument was acknowledged before me this 10 day of January, 1996, by Vinh Luong, who is personally known to me or who produced her Florida Driver's License #H520-974-69-690-0 as identification and who did take an oath.

NOTARY PUBLIC:

sign _____



print William D. Slicker

State of Florida at Large (SEAL)
My commission number is:



WILLIAM D. SLICKER
MY COMMISSION # 00376293 EXPIRES
JUNE 20, 1998
BONDED THROUGH FARM INSURANCE, INC.

P 9600000 5744

Requestor's Name

Address

William D. Slicker, P.A.
 Attorney At Law
 LEGAL BUILDING
 447 THIRD AVENUE NORTH, SUITE 405
 ST. PETERSBURG, FL 33701

Office Use Only

T NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
 96 MAR -4 PM 12:24
 STATE OF FLORIDA
 TALLAHASSEE

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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 -03/05/96--01049--005
 *****35.00 *****35.00

NEW FILINGS	
<input 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

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Examiner's Initials



Florida Department of State, Jim Smith, Secretary of State

RESIGNATION OF OFFICER AND/OR DIRECTOR

AFFIDAVIT

STATE OF FLORIDA _____:

COUNTY OF PINELLAS _____:

BEFORE ME, the undersigned authority, personally appeared Yen Ngoc Hang, who by me being first duly sworn says to the best of her knowledge, information and belief, and under penalties of perjury:

1. That Yen Ngoc Hang has resigned as a Secretary, Treasurer, Director of Vinh-Yen Corporation, a Florida corporation;

- 2. That the corporation has been notified in writing of the resignation; and
- 3. That corporate minutes relating to the resignation are unavailable.

FURTHER AFFIANT SAYETH NOT.

Yen Ngoc Hang
Yen Ngoc Hang
AFFIANT

FILED
96 MAR -4 PM 12:24
TALLAHASSEE FLORIDA
STATE

Sworn to and subscribed before me this 1 day of March, 1996.

William D. Slicker
William D. Slicker
NOTARY PUBLIC

My Commission Expires: _____

FILING FEE IS \$ 35.00



WILLIAM D. SLICKER
MY COMMISSION # CC376393 EXPIRES
JUNE 20, 1998
BONDED THROUGH FARM INSURANCE, INC.

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

(904) 487-6051