

P.960000.10947

THE Y. C., INC.  
782 NW 42 Avenue, Suite 200A, Miami, FL 33126

January 18th, 1996

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

400001708144  
-02/06/96--01100--008  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

re: Articles of Incorporation: The Y. C., Inc.  
(The Young Chinese Incorporation)

Dear sir:

Enclosed please find a check in the amount of \$70 which represents  
filing fees and registered agent designation for the above referenced  
corporation.

Once filing is completed, please send the acknowledgment to the  
mailing address as following:

P.O. Box 531362  
Miami Shores, FL 33153-1362

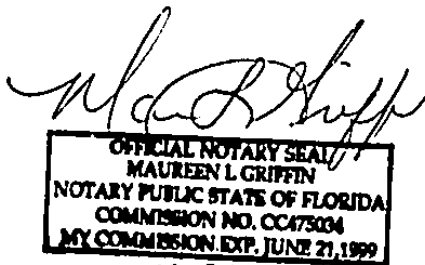
700001695777  
-01/23/96--01065--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Thank you for your courtesy in this matter.

Sincerely,

The Y. C., Inc.

Ivy Lai  
President



1-18-96

FILED  
96 JAN 23 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W96-2006  
502



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 26, 1996

IVY LAI  
PO BOX 531362  
MIAMI SHORES, FL 33153-1362

SUBJECT: THE Y.C., INC.  
Ref. Number: W9600002006

We have received your document for THE Y.C., INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Sheldon Bream  
Document Specialist

Letter Number: 296A00003483

ARTICLES OF INCORPORATION  
OF  
THE YOUNG CHINESE, INC.

FILED  
96 JAN 23 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is THE YOUNG CHINESE, INC.

ARTICLE II

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence on January 23rd, 1996, which is the date of subscription and acknowledgment of these Articles of Incorporation, which shall be filed with the Department of State within five (5) days hereof, exclusive of holidays.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to consultation, education, investment, seminars, workshops, and the like, and any and all aspects of consultation, education and investment.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 100 shares of par value of \$100 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial Director. The number of directors may be increased or decreased from time to time in the manner provided in the Bylaws of the corporation.

The name and street address of the initial director is:

Ivy Lai  
10317 NE 2nd Avenue  
Miami Shores, FL 33138

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Ivy Lai  
10317 NE 2nd Avenue  
Miami Shores, FL 33138

ARTICLE VIII

BY LAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

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

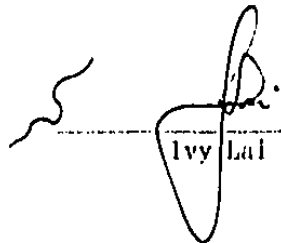
ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any

provisions contained in these Articles of Incorporation or any amendment thereto.


IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 29th day of January, 1996.

  
Ivy Lai

STATE OF FLORIDA     )  
                              )SS  
COUNTY OF DADE     )

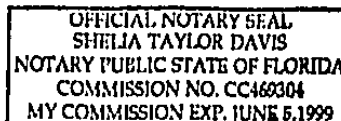
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared IVY LAI, known to me to be the Incorporator and she acknowledged before me that she executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 29th day of January, 1996.

  
NOTARY PUBLIC, State of Florida  
at Large

My Commission expires:

6-5-1999



CERTIFICATE OF REGISTERED AGENT

OF

THE YOUNG CHINESE, INC.

Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted in compliance with said Act.

That THE YOUNG CHINESE, INC. desiring to organize under the laws

of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Miami, County of Dade, State of Florida, has named IVY LAI, located at 10317 NE 2nd Avenue, City of Miami Shores, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 29th day of January, 1996.

*Ivy Lai*  
\_\_\_\_\_  
IVY LAI  
*Shelia Taylor Davis*  
OFFICIAL NOTARY SEAL  
SHELIA TAYLOR DAVIS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC469304  
MY COMMISSION EXPI. JUNE 5, 1999

FILED  
96 JAN 23 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA