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TO: DIVISION OF CORPORATIONS FROM EMPIRE CORPORATION KFC COMPANY
DEPARTMENT OF STATE 1422 W. FLAGLER ST.
TALLAHASSEE, FLORIDA 32319 SUITE 200
SPRINGFIELD STREET MIAMI, FL 33134
TALLAHASSEE, FL 32319 COUNTY OF HAYWARD, CALIFORNIA

FAX: (904) 422-1000

PHONE: (305) 541-3894
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: KOFFIE KOFFIE INC.

FAX AUDIT NUMBER: H9000001753

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ARTICLES OF INCORPORATION
OF
KOFFIE KOFFIE INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:
KOFFIE KOFFIE INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 10575 S.W. 130 AVE., MIAMI, FL 33186.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 9607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 7,500 shares, having an individual par value of \$ 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: CHIE K. HOBAN
7355 N.W. 41 ST.
MIAMI, FL 33166

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ARTICLE VII

The initial board of Directors shall consist of a total of 4 person(s) and the name and address of the person(s) whose to serve as an initial director(s) is:

- CEE MEE LAM - 10575 S.W. 130 AVE. - MIAMI, FL 33186
(PRESIDENT/DIRECTOR)
- MEE LAIN LAM - 10575 S.W. 130 AVE. - MIAMI, FL 33186
(VICE-PRESIDENT/DIRECTOR)
- MEE LING LAM - 10575 S.W. 130 AVE. - MIAMI, FL 33186
(SECRETARY/DIRECTOR)
- MEE YUEN LAM - 10575 S.W. 130 AVE. - MIAMI, FL 33186
(TREASURER/DIRECTOR)

ARTICLE VIII

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

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 W. FLAGLER ST #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 5TH day of FEBRUARY, 1996.

Ray C. Stormont

Incorporator
RAY STORMONT/PRESIDENT
SIGNING FOR
EMPIRE CORPORATE KIT OF AMERICA, INC.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0801, 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.

First that KOFFIE KOFFIE INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of incorporation has named CHIE K. HOBAN
(Name of Registered Agent)
located at 7355 N.W. 41 ST.
(PO BOX not Acceptable)
City of MIAMI, County of DADE
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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 [Signature]
Registered Agent
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TALLAHASSEE, FLORIDA

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June 14, 1996

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/11/96
Amend.

To whom it may concern,

Enclosed you will find the amendment and a check for the filing fee and certified copies for Koffie Koffie Inc.

Our return address is: Koffie Koffie Inc.
10575 S.W. 130 Avenue
Miami, Florida 33186
(305) 382-0204

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Sincerely,



CeeMee Lam
President

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(50c) 981cc vpr07, LOGO, MIAMI, FLORIDA
KOFFIE KOFFIE, INC. 10575 SW 130 AVE. MIAMI, FLORIDA



**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

KOFFIE KOFFIE, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article VII to be amended as follows:

CEE MEE LAM is elected as President/Secretary/Director;

MEE LAIN LAM resigned as Vice-President /Director;

MEE LING LAM resigned as Secretary/Director;

Therefore the officers/directors of Koffie Koffie, Inc. are:

CEE MEE LAM - President/Secretary/Director;

MEE YUEN LAM - Treasurer/Director

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THIRD: The date of each amendment's adoption: February 11, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 14th of June, 1996

Signature [Handwritten Signature]
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Cee Mee Lam
Typed or printed name

President
Title