

2/20/96

FLORIDA DIVISION OF CORPORATIONS  
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9:53 AM

((H90000002799))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1402 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

400 EAST GAINES STREET

MIAMI FL 33135-

9-0000

TALLAHASSEE, FL 32309

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3604

FAX: (305) 541-3770

((H90000002799))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: YELLOW DRAGON TRADING, INC.

FAX AUDIT NUMBER: H90000002799

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/20/1990

TIME REQUESTED: 09:53:35

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

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ACCOUNT NUMBER: 072450003255

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2/28/96  
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DIVISION OF CORPORATIONS

96 FEB 28 PM 12:07

RECEIVED

P.07/25

FEB-28-1996 10:39

ARTICLES OF INCORPORATION

OF

YELLOW DRAGON TRADING, INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is YELLOW DRAGON TRADING, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ELKINS & FREEDMAN  
2101 W. Commercial Blvd., Suite 5400  
Ft. Lauderdale, Florida 33309  
(305) 733-1330  
Attorney: RICHARD L. FREEDMAN  
Bar No. - 270598

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FEB 28 PM 12:31  
SECRET  
TALLAHASSEE, FLORIDA

ARTICLE IV - 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.

ARTICLE V - TERM

This Corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE 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 thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 638 N. US Highway One, #115, Tequesta, Florida 33469 and the name of the initial registered agent of this corporation is Valdai Terez, whose address is 638 N. US Highway One, #115, Tequesta, Florida 33469.

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is Valdai Terez, 683 N. US Highway One, #115, Tequesta, Florida 33469

ARTICLE IX - INCORPORATOR

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

Valdai Terez, 683 N. US Highway One, #115, Tequesta, Florida 33469

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

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

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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 shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any 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 XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of

February, 1976

NY  
SUBSCRIBER

G. T. G.

H 960000 02799

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCEED MAY BE SERVED

In pursuance of Chapter 48.001, Florida Statutes, the  
following is submitted, in compliance with said Act:

First--That YELLOW DRAGON TRADING, INC.  
desiring to organize under the laws of the State of FLORIDA  
with its principal office, as indicated in the Articles of  
Incorporation, at City of Tequesta, County of Palm  
Beach State of Florida, has named Valdai  
Terez located at 638 N. US Highway One, #115

(Street address and number of building;  
post office box address not acceptable)

City of Tequesta, County of Palm Beach  
State of Florida, as its agent to accept service of process with  
the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the  
above corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

By: xx

(Resident Agent)

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1 APR 23-1996 16:25  
4/09/96

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

ELECTRONIC FILING COVER SHEET

05  
5:10 PM

((H96000005060)))

TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

1492 W FLAGLER ST

SUITE 200

MIAMI FL 33135-

33408-0127

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H96000005060)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: YELLOW DRAGON TRADING, INC.

FAX AUDIT NUMBER: H96000005060

DATE REQUESTED: 04/09/1996

CERTIFIED COPIES: 0

NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$35.00

CURRENT STATUS: REQUESTED

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CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072450003255

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*Jude*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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April 10, 1996

YELLOW DRAGON TRADING, INC.  
638 NO. US HIGHWAY ONE STE 115  
TEQUESTA, FL 33469

SUBJECT: YELLOW DRAGON TRADING, INC.  
REF: P96000018284

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000005060  
Letter Number: 096A00016441





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 10, 1996

YELLOW DRAGON TRADING, INC.  
638 NO. US HIGHWAY ONE STE 115  
TEQUESTA, FL 33469

SUBJECT: YELLOW DRAGON TRADING, INC.  
REF: P96000018284

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please accept our apology for failing to mention this in our previous letter.

The registered agent must sign accepting the designation.

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) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000005060  
Letter Number: 296A00016577

APR-23-1996 16:30

P.03/05

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
of

FILED  
96 APR 24 PM 12:49  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

YELLOW DRAGON TRADING, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following amendment to its Articles of Incorporation:

FIRST: Amendment adopted;

ARTICLE VIII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the principal office of this corporation is 638 N. US Highway One, #115, Tequesta, Florida 33469 and the name of the registered agent of this corporation is Dr. Guzter Geza, whose address is 683 N. US Highway One, #115, Tequesta, Florida 33469.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have at least one director with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the director of this corporation is Dr. Guzter Geza, 683 N. US Highway One, #115, Tequesta, Florida 33469.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these articles is: Dr. Guzter Geza, 683 N. US Highway One, #115, Tequesta, Florida 33469.

Prepared by:

ELKINS & FREEDMAN  
2101 W. Commercial Blvd., Suite 5400  
Fort Lauderdale, Florida 33309  
(954) 733-1330  
Attorney: RICHARD L. FREEDMAN, ESQ.  
Bar No.: 270598

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That YELLOW DRAGON TRADING, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Tequesta, County of Palm Beach, State of Florida, has named DR. Guatex Geza located at 638 N. US Highway One, #115,

(Street address and number of building;  
post office box address not acceptable)

City of Tequesta, County of Palm Beach, State of Florida, as its agent to accept service of process with the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A

**THIRD:** The date of each amendment's adoption: April 4, 1996

**FOURTH:** Adoption of Amendment(s) (check one)

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

\_\_\_\_\_ 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 number of votes cast for the amendment(s) was/were sufficient  
for approval by DR. GUSZTER GEZA  
(voting group)

Signed this 4th of April, 1996.

YELLOW DRAGON TRADING, INC.

X BY: [Signature]  
DR. GUSZTER GEZA, President / Incorporator /  
Registered Agent

Prepared by:

ELKINS & FREEDMAN  
2101 W. Commercial Blvd., Suite 5400  
Fort Lauderdale, Florida 33309  
(954) 733-1330  
Attorney: RICHARD L. FREEDMAN, ESQ.  
Bar No.: 270398