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XIAO BING XU
ATTORNEY & COUNSELOR AT LAW
5705 HANSEL AVENUE • ORLANDO • FLORIDA 32809
VOICE (407) 851-1000 FAX (407) 851-1007

May 15, 1996

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

300001831233
-05/21/96--01019--014
****122.50 ****122.50

RE: HOON LOON CORPORATION

Dear Sir or Madam:

I am enclosing herewith the original and one (1) copy of the Articles of Incorporation for the referenced corporation together with the original Resident Agent Form for filing.

Also enclosed is my check no. 1369 in the amount of \$122.50 to cover the cost of:

- | | |
|--|---------|
| 1. Filing fees | \$35.00 |
| 2. Designation of Registered Agent | \$35.00 |
| 3. Certified Copy of Articles of Incorporation | \$52.50 |

Please return the certified copy of the Articles to this office. Thank you for your cooperation in this matter.

Sincerely,


XIAO BING XU

XXB/nna
enclosures

FILED
96 MAY 20 PM 6 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LFS

**ARTICLES OF INCORPORATION
OF
HOON LOON CORPORATION.**

FILED
96 MAY 20 PM 6:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be HOON LOON CORPORATION. The address of the principal office of this corporation shall be 2901 66 Street, North, St. Petersburg, FL 33710, and the mailing address of the corporation shall be the same.

ARTICLE II: NATURE OF BUSINESS AND PURPOSE

This corporation may engage in or transact any and all lawful business or activities permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is One Hundred (100) having \$0.50 par value per share, all of which shall be common shares.

ARTICLE IV: DURATION

The term of existence of this corporation is perpetual.

ARTICLE V: REGISTERED AGENT

The street address of the initial registered office of this corporation is at 5705 Hansel Avenue, Orlando, Florida 32809 and the name of the initial registered agent at such address is Xiao Bing Xu, Esquire.

ARTICLE VI: DIRECTORS

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 its Board of Directors, subject to any limitation set forth in these Articles of Incorporation and its by laws. The names and addresses of the Initial Board of Directors are as follows:

NAME

ADDRESS

Ming Te Fan

2901 66th Street, N., St. Petersburg, FL 33710

LI CHIA FAN

2901 66th Street, N., St. Petersburg, FL 33710

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is Xiao Bing Xu, Esquire, at 5705, Hansel Avenue, Orlando, Florida 32809.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this May 15, 1996.


Xiao Bing Xu, Esquire
Incorporator

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated as the registered agent in the above and foregoing Articles of Incorporation of the above named corporation, HEREBY AGREES, as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law, and otherwise accepts the obligations of the position of the registered agent under §607.0505, Florida Statutes.


Xiao Bing Xu, Resident Agent

FILED
96 MAY 20 PM 6:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

SUKI'S RESTAURANT, INC., a Florida corporation, S14647

INTO

HOON LOON CORPORATION, a Florida corporation, P96000044416.

File date: October 4, 1996

Corporate Specialist: Linda Stitt

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File Edit Services Terminal Emulation
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TO: DIVISION OF CORPORATIONS
 FROM: WILLIAMS, DIANOND & CATON, P.A.
 CONTACT: RICHARD P CATON
 PHONE: (813)398-3600
 FAX #: (904)222-4000
 ACCT#: 074403003061
 FAX #: (813)393-9450
 NAME: HOON LOON CORPORATION
 AUDIT NUMBER: H96000012992
 DOC TYPE: MERGER OR SHARE EXCHANGE
 CERT. OF STATUS: 0
 CERT. COPIES: 0
 PAGES: 6
 DEL. METHOD: FAX
 EST. CHARGE: \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
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 FAX: _____
 OPERATOR: _____

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 TALLAHASSEE, FLORIDA

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 Linda

DIVISION OF CORPORATIONS
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WILLIAMSON, DIAMOND & CATON, P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra H. Morham
Secretary of State

September 18, 1988

SURI'S RESTAURANT, INC.
10225 USHERTON ROAD
BLOOMINGTON, IL 61710
ZARGO, IL 61710-4108

SUBJECT: SURI'S RESTAURANT, INC.
REF: 814647

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

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1988 corporate annual report form in a timely manner. To reinstate the corporation you must submit the attached reinstatement application or annual report form and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee for the current year, and \$138.75 corporate supplemental fee for the current year.

Therefore, the total amount due to reinstate the corporation is \$375.00. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning this matter, please either respond in writing or call (804) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 198800043158

* They are now Reinstated *

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

10/04/96

14:00

WILLIAMSON, DIAMOND & CATON, P.A.

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H96000012992

**ARTICLES AND PLAN OF MERGER
OF
SUKI'S RESTAURANT, INC.
INTO
HOON LOON CORPORATION**

FILED
96 OCT -4 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, in accordance with the Florida General Corporation Act, hereby adopt the following Articles and Plan of Merger:

ARTICLE 1: EFFECT

The parties hereto agree to effect this Merger.

ARTICLE 2: PARTIES

The parties to these Articles and Plan of Merger are SUKI'S RESTAURANT, INC., a Florida corporation and HOON LOON CORPORATION, a Florida corporation.

ARTICLE 3: SURVIVOR

The Corporation to survive the merger is HOON LOON CORPORATION, which shall continue under its present name.

ARTICLE 4: CONTINUITY

The Articles of HOON LOON CORPORATION shall not be changed by virtue of the merger.

ARTICLE 5: PRINCIPAL OFFICE

The principal offices of SUKI'S RESTAURANT, INC. and HOON LOON CORPORATION are located at 2901 66th Street North, St. Petersburg, FL 33710.

ARTICLE 6: ADOPTION

These Articles and Plan of Merger were duly adopted and approved pursuant to Florida Statute Section 607.1101, by all the Shareholders and the Board of Directors of SUKI'S RESTAURANT, INC. and HOON LOON CORPORATION, by written consent of even date herewith in lieu of a special meeting in the manner and by the vote required by the laws of the State of Florida.

RICHARD P. CATON
WILLIAMSON, DIAMOND & CATON, P.A.
Attorneys at Law
7843 Seminole Boulevard
Seminole, FL 34642 813-398-3600
SPN: 293010 FL Bar No: 347299

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SUCRA, INC. STATE
TALLAHASSEE, FLORIDA**ARTICLE 7: PLAN OF MERGER**

The Plan of Merger is as follows:

7.01 Surviving Corporation: SUKI'S RESTAURANT, INC. shall be merged into HOON LOON CORPORATION, which shall be the surviving corporation.

7.02 Ownership of Stock. The outstanding shares of stock of SUKI'S RESTAURANT, INC., consist of 20 shares of common stock, all of which are owned by NING TE FAN. Each Shareholder of SUKI'S RESTAURANT, INC., shall have a like number of shares issued to them in the surviving corporation, HOON LOON CORPORATION.

7.03 Terms and Conditions of Merger. On the effective date of the Merger of SUKI'S RESTAURANT, INC. into HOON LOON CORPORATION, the separate existence of SUKI'S RESTAURANT, INC., shall cease. The stock of SUKI'S RESTAURANT, INC. shall be cancelled and HOON LOON CORPORATION shall succeed to all of the properties, rights and other assets and shall be subject to all of the liabilities of SUKI'S RESTAURANT, INC. without further action by either corporation.

7.04 Further Assurances. If, at any time, HOON LOON CORPORATION shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Plan of Merger, the Officers and Directors of SUKI'S RESTAURANT, INC., as of the effective date of this Merger, shall execute such conveyances or documents, or take such actions.

7.05 Dissenting Rights. Shareholders of the subsidiary corporation dissenting from the merger are entitled, if they comply with the provisions of Florida Statute Section 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

7.06 Effective Date. This Merger shall be effective upon the filing of these Articles and Plan of Merger with the Secretary of State.

ARTICLE 8: SHAREHOLDER

NING TE FAN, the sole Shareholder of SUKI'S RESTAURANT, INC., by execution hereof, hereby waives any rights he may have to receipt by mail of a copy of the Plan of Merger and hereby waives any waiting period between the date of receipt of a copy of the Plan of Merger and the effective date of the Merger.

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WILLIAMSON, DIAMOND & CATON, P.A.

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IN WITNESS WHEREOF, the undersigned have executed and signed these Articles and Plan of Merger, this 4th day of September, 1996.

SUKI'S RESTAURANT, INC., a Florida corporation

BY: Ning Te Fan
NING TE FAN, as its President

Ning Te Fan
NING TE FAN, individually

MOON LOON CORPORATION, a Florida corporation

BY: Ning Te Fan
NING TE FAN, as its President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 4th day of September, 1996, by NING TE FAN, as President of SUKI'S RESTAURANT, INC., a Florida corporation, who is personally known to me, or who has produced _____ state Drivers License as identification, and who did take an oath.

Richard P. Caton
Signature of Notary Public

Richard P. Caton
Printed Name of Notary Public
My Commission Expires:



Richard P. Caton
MY COMMISSION EXPIRES
AUGUST 20, 1998
RENEWED THIS 10TH DAY OF SEPTEMBER, 1996.

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WILLIAMSON, DIAMOND & CATON, P.A.

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STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
4th day of September, 1996, by NING TE FAN, individually, who
is personally known to me, or who has produced _____ State
Drivers License as identification, and who did take an oath.



Signature of Notary Public

Richard P. Caton

Printed Name of Notary Public
My Commission Expires:



Richard P. Caton
MY COMMISSION # 00-10006 EXPIRES
August 28, 1999
NOTARY PUBLIC STATE OF FLORIDA, INC.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
4th day of September, 1996, by NING TE FAN, as President of
HOON LOON CORPORATION, a Florida corporation, who is personally
known to me, or who has produced _____ State Drivers License
as identification, and who did take an oath.



Signature of Notary Public

Richard P. Caton

Printed Name of Notary Public
My Commission Expires:



Richard P. Caton
MY COMMISSION # 00-10006 EXPIRES
August 28, 1999
NOTARY PUBLIC STATE OF FLORIDA, INC.

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14:02

WILLIAMSON, DIAMOND & CATON, P.A.

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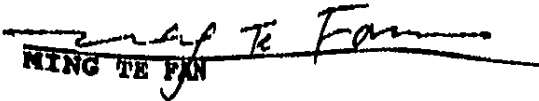
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**CONSENT IN LIEU OF SPECIAL MEETING
OF BOARD OF DIRECTORS AND SHAREHOLDERS OF
SUKI'S RESTAURANT, INC.**

The undersigned, in lieu of a special meeting of the Board of Directors and Shareholders of SUKI'S RESTAURANT, INC., a Florida corporation, do hereby unanimously adopt the following resolutions:

RESOLVED, that the undersigned, being all of the Shareholders and Directors of SUKI'S RESTAURANT, INC., a Florida corporation, acting without meeting pursuant to the Florida General Corporation Act and the Bylaws of the corporation, do hereby consent to, approve and adopt the following Articles and Plan of Merger between SUKI'S RESTAURANT, INC. and HOON LOON CORPORATION.

Effective Date: September 4, 1996.


MING TE FAN

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10/04/96

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WILLIAMSON, DIAMOND & CATON, P.A.

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**CONSENT IN LIEU OF SPECIAL MEETING
OF BOARD OF DIRECTORS AND SHAREHOLDERS OF
HOON LOON CORPORATION**

The undersigned, in lieu of a special meeting of the Board of Directors and Shareholders of HOON LOON CORPORATION, a Florida corporation, do hereby unanimously adopt the following resolutions:

RESOLVED, that the undersigned, being all of the Shareholders and Directors of HOON LOON CORPORATION, a Florida corporation, acting without meeting pursuant to the Florida General Corporation Act and the Bylaws of the corporation, do hereby consent to, approve and adopt the following Articles and Plan of Merger between SUKI'S RESTAURANT, INC. and HOON LOON CORPORATION.

Effective Date: September 4, 1996.

NING TE FAN

LI CHIA FAN

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