

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

David Cap. Conn
 AUTHORIZATION BY PHONE TO
 address of
 cert of day of R4
OK

PH 6/1/96

REQUEST TAKEN CONFIRMED APPROVED

DATE 6/3

TIME 9.00 CK No. _____

BY DD

WALK-IN
 Will Pick Up _____

RE: Shanghai Inter File No. 7/12/96

96 JUN -3 AM 11:08

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

☐ Capital Express™
☒ Art. of Inc. File _____
☐ Corp. Record Search _____
☐ Ltd. Partnership File _____
☐ Foreign Corp. File _____
☒ Cert. Copy(s) _____
Photo
☐ Art. of Amend. File _____
☐ Dissolution/Withdrawal _____
☐ C U B- _____
☐ Fictitious Name File _____
☐ Name Reservation _____
☐ Annual Report/Reinstatement _____
☐ Reg. Agent Service _____
☐ Document Filing _____
☐ Corporate Kit _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ Document Retrieval _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ File No.'s, _____ Copies _____
☐ Courier Service _____
☐ Shipping/Handling _____
☐ Phone () _____
☐ Top Priority _____
☐ Express Mail Prep. _____
☐ FAX () _____ pgs. _____

50000184
 067 03 96 01040 018
 ***+120.00 ***+120.00

SUBTOTALS

FEE.....\$ _____
 DISBURSED.....\$ _____
 SURCHARGE.....\$ _____
 TAX on corporate supplies.....\$ _____
 SUBTOTAL.....\$ _____
 PREPAID.....\$ _____
 BALANCE DUE.....\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
SHANGHI INTERNATIONAL, INC.

FILED

96 JUN -3 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of the corporation shall be:

SHANGHI INTERNATIONAL, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature and the object and purposes proposed to be transacted and carried on is restaurant operation, and any and all other lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be FIVE HUNDRED (500) shares of \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Edward Mark	105 Broadway Riviera Beach, Florida 33404	same

The registered office of the corporation and its principal place of business shall be as above, with the privilege of having branch offices at other places within or without the State of Florida. The registered agent at the above address shall be Edward Mark.

ARTICLE VII
OFFICERS AND DIRECTORS

The names and post office addresses of the officers and first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Peter Mark	105 Broadway Riviera Beach, Florida 33404	President
Sue Mark	105 Broadway Riviera Beach, Florida 33404	Vice President
Edward Mark	105 Broadway Riviera Beach, Florida 33404	Secretary

The corporation shall have at least one and not more than five directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE VIII
SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Peter Mark	105 Broadway Riviera Beach, Florida 33404	34
Sue Mark	105 Broadway Riviera Beach, Florida 33404	33
Edward Mark	105 Broadway Riviera Beach, Florida 33404	33

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend By-Laws and to fix any amount to be reserved for working capital.

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

IN WITNESS WHEREOF, the undersigned, being the original subscriber(s) to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do(es) hereby make and file these Articles, hereby

declaring and certifying the facts herein stated are true, and we do agree to take the number of shares
hereinafter set forth, and herunto set our hand(s) and seal(s) this 27 day of
MARCH, 1990.

In the presence of:

WITNESSES:

[Signature]
[Signature]
PETER MARK

STATE OF FLORIDA

199

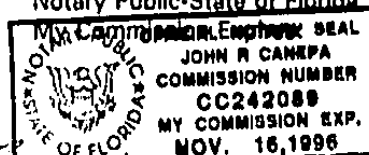
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, Peter Mark, to me well known
to be the individual described in and who executed the foregoing Articles of Incorporation, and (s)he
acknowledged before me that (s)he executed the same for the purposes therein express.

By:

Name:

John R. Canepa
Notary Public-State of Florida



WITNESSES:

[Signature]

SUE MARK

STATE OF FLORIDA)

199

COUNTY OF PALM BEACH)

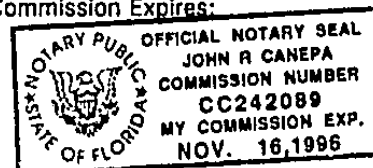
BEFORE ME, the undersigned authority, personally appeared, Sue Mark, to me well known
to be the individual described in and who executed the foregoing Articles of Incorporation, and (s)he
acknowledged before me that (s)he executed the same for the purposes therein express.

By:

Name:

John R. Canepa
Notary Public-State of Florida

My Commission Expires:



WITNESSES:

[Signature]

[Signature]
EDWARD MARK

STATE OF FLORIDA)

)88

COUNTY OF PALM BEACH)

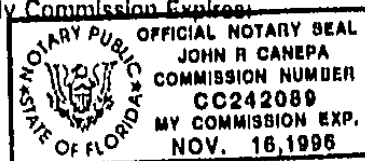
BEFORE ME, the undersigned authority, personally appeared Edward Mark, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed the same for the purposes therein express.

By: [Signature]

Name: John R. Canepa

Notary Public-State of Florida

My Commission Expires:



FILED

96 JUN -3 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: The Department of State
Tallahassee, Florida 32304

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

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

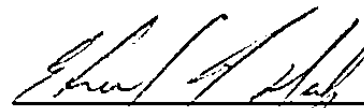
SHANGHI INTERNATIONAL, INC., with its place of business at 105 Broadway, Riviera Beach, Florida 33404 has named EDWARD MARK located at 105 Broadway, Riviera Beach, Florida 33404, as its agent to accept service of process within Florida.

Dated: 3-27, 1996.


PETER MARK
Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated: 3-27, 1996.


EDWARD MARK
Registered Agent