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6/20/96

FLORIDA DIVISION OF CORPORATIONS

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409 E. GAINES STREET

MIAMI FL 33135

TALLAHASSEE FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BONCHA INTERNATIONAL, INC.

FAX AUDIT NUMBER: H90000008675

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**ARTICLES OF INCORPORATION
OF
BONCHA INTERNATIONAL, INC.**

NO. 1701 P002

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95 JUN 21 10:46:25

In compliance with the requirements of F. S. Chapter 607, the undersigned being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation shall be:

BONCHA INTERNATIONAL, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having \$1.00 per value.

2. The capital stock may be paid for with property, labor or services at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

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LAWRENCE M. KUPFER, ESQUIRE
FLORIDA BAR NO. 142788
KUPFER, KUPFER & SKOLNICK, P. A.
1700 UNIVERSITY DRIVE
CORAL SPRINGS, FL 33071
(305) 755-3800

ARTICLE IV

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 stock.

ARTICLE V

The existence of the corporation is perpetual.

ARTICLE VI

The street address of the initial registered office of this corporation is:

1340 Avon Lane, #925
N. Lauderdale, FL 33068

and the initial registered agent of this corporation at the above is:

BONNIE TAEPKDEE

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than nine persons.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

NAMES

ADDRESSES

PREECHA TAEPKDEE

1340 Avon Lane, #925
N. Lauderdale, FL 33068

BONNIE TAEPKDEE

1340 Avon Lane, #925
N. Lauderdale, FL 33068

ARTICLE IX

The names and street address of the party signing the Articles of Incorporation as subscriber is:

NAMES

ADDRESSES

BONNIE TAEPKDEE

1340 Avon Lane, #925
N. Lauderdale, FL 33068

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ARTICLE X

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by proxy.

ARTICLE XI

Shares of the capital stock of this corporation shall be issued initially to the following:

PREECHA TAEPARDEE	100 Shares
BONNIE TAEPARDEE	100 Shares

ARTICLE XII

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

ARTICLE XIII

Every shareholder upon the sale for cash or 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 at the price at which it is offered to others.

ARTICLE XIV

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV

The principal place of business of this corporation is:

1340 Avon Lane, #825
N. Lauderdale, FL 33088

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 19 day of June, 1996.

Bonnie Taepardee
BONNIE TAEPARDEE, Incorporator


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ACKNOWLEDGMENT:

Having been named initial registered agent for the above-stated corporation, at the initial registered office designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 807, Florida Statutes, relative to keeping open said office.


 BONNIE TAEPKDEE, Registered Agent

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 96 JUN 21 11:29
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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Bonnie Taepakdee
Boncha International, Inc.
11103 NW 46 Drive
Coral Springs, FL 33076-2139


February 19, 1997

Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

This letter is to inform you that our corporate office has moved to the above address effective immediately. We are no longer located at 1340 Avon Lane #925, North Lauderdale, FL 33067. Please change our corporate records at your office so that all correspondence will reach us. Thank you for your assistance.

Sincerely,


Bonnie S. Taepakdee
Boncha International, Inc.

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