

P960000064879

CAROL SNOKE  
P.O. BOX 1807  
OCALA, FLORIDA 34470-1807

JULY 25, 1996

Division of Corporations  
Department of State  
PO Box 6327  
Tallahassee, Florida 32314

700001911727  
-08/02/96--01061--005  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed is the Articles of Incorporation for ASIA GROUP, INC. together  
with a check in the amount of \$122.50 to cover the following fees:

Profit Corporation Filing Fee	\$ 35.00
Registered Agent Certificate	35.00
Certified Copy of Articles	52.50
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Total	\$122.50
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Thank you for your prompt attention to this filing.

Respectfully yours,

  
CAROL SNOKE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
for  
ASIA GROUP, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is ASIA GROUP, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of operating a restaurant in the state of Florida and to engage in any legal and lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - 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 VI - PREEMPTIVE RIGHTS

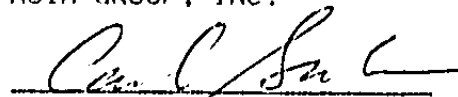
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The corporation's principal office, mailing address and street address of the initial registered office of this corporation is 200 S.E. K Ave., Apt #461, Winter Haven, FL 33880 and the name of the initial registered agent of this corporation at that address is CAROL SNOKE.

ACCEPTANCE OF DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT.

I, CAROL SNOKE, am familiar with and herewith accept the duties and responsibilities as registered agent for ASIA GROUP, INC.

  
CAROL SNOKE

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be increased or diminished from time to time by the BYLAWS, but shall never be less than one. The names and addresses of the initial director of this corporation is:

CAROL SNOKE  
200 AVENUE K S.E., APT 461  
WINTER HAVEN, FLORIDA 33880

ARTICLE IX - INCORPORATOR

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

CAROL SNOKE  
200 AVENUE K S.E., APT 461  
WINTER HAVEN, FLORIDA 33880

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall constitute an official act of the shareholders.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - AMENDMENT

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

ARTICLE XIV - RESTRICTIONS ON TRANSFER OF STOCK

The death or notice of intention to sell his shares on the part of any shareholder shall give rise to successive options on the part of the corporation and thereafter the remaining shareholders, pro rata, to purchase all or any of the shares owned by such shareholder, the option price to be the appraised price. The corporation shall have the first option as to such purchase to the extent of the amount of capital surplus.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 28<sup>th</sup> day of July, 1995.

  
CAROL SNOKE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA