

P96000068/60

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500001922135  
-03/14/96--01096--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Subject: TRANHA, INC.

Enclosed is an original and one (1) copy of the articles of  
incorporation and a check for: \$70.00

FROM: JOHN J. HSIUNG

7005, Shenandoah Court,

Tampa, Florida 33615

Telephone : 813-882-3561

8/15/96  
TH

ARTICLES OF INCORPORATION  
OF  
TRANHA, INC.

The undersigned subscribers to the Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is TRANHA, INC.

ARTICLE II - CORPORATE OFFICE

The office and principal place of business shall be located at 31541 US HIGHWAY 19, SOUTH, PALM HARBOR, FL 34684. County of PINELLAS.

ARTICLE III - NATURE OF BUSINESS

A

The purpose of the business is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

B

To hold, lease, purchase and convey real and personal property and to mortgage or lease the same with its franchises and to own and operate rental real estate such as apartments, business offices or stores.

C

To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge deed of trust, or by any other lawful means.

D

For the acquisition of property, business rights or franchises, or for additional working capital, or for any other object on or about its businesses or affairs, and without limit to the amount, to incur debt, and to raise, borrow and secure payment of money in any lawful manner, including the issue and sale or other dispositions of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

E

To buy, sell, own, or otherwise dispose of its own stock or stock in any other firm, company or corporation and to vote the same as if owned by an individual.

E

To do and perform any other acts or things to exercise any and all powers which a partnership or natural person could do or exercise and which are now or hereafter may be authorized by law; generally to make and perform contracts of any kind and description for the purpose of attaining any of the objects of the corporation; and generally to do and perform any of the things necessary or incidental to the performing or carrying out of the powers herein above specifically delegated or implied and which specifically conferred by law permitted.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 500 shares of common stock having a par value of \$1.00.

ARTICLE V - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 31541 US HIGHWAY 19, SOUTH, PALM HARBOR, FL. 34684, and its initial registered agent at such address is STEVE TRAN. The mailing address will be the same.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of director of the corporation is two. The number of directors may change from time to time by the By-Laws adopted by the stockholders but shall never be less than one. The names and addresses of the persons who are to serve as a member of the initial board of directors is:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
STEVE TRAN	PRESIDENT	674 CENTERWOOD, TARPON SPRINGS, FL. 34689

VIII - INCORPORATORS

The name and address of Incorporator of these Articles of Incorporation are:

NAME

STEVE TRAN

ADDRESS

674 CENTERWOOD, TARPON SPRINGS, FL. 34689

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meeting by a majority of the stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS THEREOF, I have hereunto set my hands and seal, acknowledged and filed the following Articles of Incorporation under the laws of the State of Florida this 12TH day of AUGUST, 1996.

  
STEVE TRAN

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

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

TRANHA, INC., having been organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of PALM HARBOR, County of PINELLAS, State of Florida, and has STEVE TRAN with offices at 31541 US HIGHWAY 19, SOUTH, PALM HARBOR, as its agent to accept Service of Process within the State.

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

  
STEVE TRAN, REGISTERED AGENT

P96000068160

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002106304---1  
-03/06/97--01088--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Subject: TRAN HA, INC.

Enclosed is an original and one (1) copy of the articles of  
incorporation and a check for: \$35.00

FROM: JOHN J. HSIUNG

7005, Shenandoah Court,

Tampa, Florida 33615

Telephone : 813-882-3561

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
97 JUN 24 AM 10: 25

*Amend NC*  
JUN 24 1997  
JUN 25 1997



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morthum**  
Secretary of State

March 10, 1997

JOHN J. HSIUNG  
7005 SHENANDOAH COURT  
TAMPA, FL 33615

SUBJECT: TRANHA, INC.  
Ref. Number: P96000068160

We have received your document for TRANHA, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 397A00012041

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
97 JUL 24 AM 10:25

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TRANHA, INC.

FIRST : AMEND TO CORRECT THE COPORATION NAME TO BE :

TRAN HA, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation :

SECOND : AMENDMENT OF ARTICLE VIII

AMENDMENT OF ARTICLE VIII. DIRECTORS

THE BOARD OF DIRECTORS AMENDED TO CONSISTS OF :

NAMES	TITLE	ADDRESS
KY MINH HA	PRESIDENT	8509 MANASSAS RD. TAMPA, FL.33635
QUAN TRAN	VICE PRESIDENT	674 CENTERWOOD DRIVE, TARPON SPRINGS, FL. 34689

SECOND : ADDING A NEW ARTICLE XI

ADDING AN ARTICLE XI  
DIRECTORS AND THEIR SHARES HOLDING

THE NAMES AND ADDRESS OF THE DIRECTORS AND THIER PERCENTAGE OF  
SHARES HOLDING ARE :

NAMES	ADDRESS	SHARES
KY MINH HA	8509 MANASSAS RD.TAMPA,FL.33635	20%
QUAN TRAN	674 CENTERWOOD DR. TARPON SPRINGS FL. 34689	80%

FORTH : CHANGE THE REGISTERED AGENT

TO CHANGE OUR REGISTERD AGENT TO BE : QUAN TRAN



FIFTH THE DATE OF EACH AMENDMENT'S AND ADDITIONAL ARTICLES  
ADOPTION DATE : 1/1/97  
SIXTH ADOPTION OF AMENDMENT(S) (CHECK ONE)

- ( X ) 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.

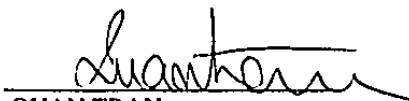
THE FOLLOWING STATEMENT MUST BE SEPARATELY PROVIDED FOR  
EACH VOTING GROUP ENTITLED TO VOTE SEPARATELY ON THE  
AMENDMENT(S):

"THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE  
SUFFICIENT FOR APPROVAL BY \_\_\_\_\_."  
(VOTING GROUP)

- ( ) THE AMENDMENT(S) WAS/WERE ADOPTED BY THE BOARD OF DIRECTORS  
WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT  
REQUIRED.
- ( ) THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS  
WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT  
REQUIRED.

IN WITNESS THEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEAL.  
ACKNOWLEDGED AND FILED THE FOLLOWING AMENDMENT AND ADDITIONAL  
ARTICLE OF ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF  
FLORIDA THIS 28<sup>TH</sup> DAY OF FEBRUARY, 1997

  
KY MINH HA, President

  
QUAN TRAN

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

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

TRAN HA INC., having been organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of PALM HARBOR, County of PINELLAS, State of Florida, and has QUAN TRAN with offices at 31541 US HIGHWAY 19,S. PALM GARBOR, FL.34684 as its agent to accept Service of Process within the State.

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

  
\_\_\_\_\_  
QUAN TRAN, REGISTERED AGENT  
PAGE 3