

P96000074456

SEP-06-1996

19

01:00

EMPIRE CORPORATE KIT

P. 116

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H96000012507 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3094

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CODEGEN (USA), INC.  
AUDIT NUMBER.....H96000012507  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 4  
DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*  
\*\* INVALID SELECTION...PLEASE RE-ENTER \*\*  
ENTER SELECTION AND <CR>: 9/06/96  
Help F1 Option Menu F2

NUM CAPS Connect: 00:10:3

RECEIVED

SEP 6 AM 8-15S 96

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-9-96  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP -9 PM 12:04

FILED

2-4189C

## ARTICLES OF INCORPORATION

OF

(4)

CODEGEN (USA), INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CODEGEN (USA), INC.

The principal place of business of this corporation shall be  
7500 N.W. 41ST STREET, MIAMI, FLORIDA 33166.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business 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 maximum number of shares of stock that this corporation is authorized to initially have outstanding at any one time is 100 shares of common stock having US \$1.00 par value per share.

ARTICLE IV. ADDRESS

The mailing address of the initial registered office of the corporation shall be 328 Minorca Avenue, Coral Gables, Florida 33134 and the name of the initial registered agent of the corporation at that address is Forrest Sygman, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one (1) director initially. The street address of the initial director who shall hold office until such time as a successor is elected or appointed is as follows:

7500 N.W. 41ST STREET  
MIAMI, FLORIDA 33166

President/Director: MR. LIAO WEN-FONG

This instrument prepared by: FORREST SYGMAN, ESQ., 328 Minorca Avenue, Coral Gables, Florida 33134  
TEL: (305) 529-1910 Florida Bar No.: 748020

FOREST SYGMAN, ESQ.  
328 Minorca Avenue (305) 529-1910  
Coral Gables, FL 33134 FBN. 748020

H96000012507

SEP-06-1996 19:51

EMPIRE CORPORATE KIT

P.09/16

ARTICLES OF INCORPORATION

OF

(4)

CODEGEN (USA), INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CODEGEN (USA), INC.

The principal place of business of this corporation shall be

7500 N.W. 41ST STREET, MIAMI, FLORIDA 33160.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business 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 maximum number of shares of stock that this corporation is authorized to initially have outstanding at any one time is 100 shares of common stock having US \$1.00 par value per share.

ARTICLE IV. ADDRESS

The mailing address of the initial registered office of the corporation shall be 328 Minorca Avenue, Coral Gables, Florida 33134 and the name of the initial registered agent of the corporation at that address is Forrest Sygman, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one (1) director initially. The street address of the initial director who shall hold office until such time as a successor is elected or appointed is as follows:

7500 N.W. 41ST STREET  
MIAMI, FLORIDA 33166

President/Director: MR. LIAO WEN-FONG

This instrument prepared by: FOREST SYGMAN, ESQ., 328 Minorca Avenue, Coral Gables, Florida 33134  
FBI (305) 529-1910 Florida Bar No. 748020

FOREST SYGMAN, ESQ.  
328 Minorca Avenue (305) 529-1910  
Coral Gables, FL 33134 FBN. 748020

H96000012507

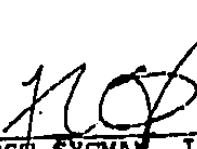
FILED  
SEP - 6 PM 12:04  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Forrest Sygman, Esq.  
328 Minorca Avenue, Second Floor  
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of September, 1996.

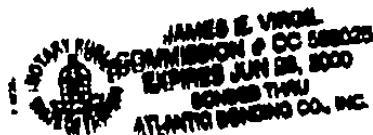
  
FORREST SYGMAN, INCORPORATOR

STATE OF FLORIDA )  
COUNTY OF DADE ) ss.

THE FOREGOING instrument was acknowledged and sworn to before me this 6<sup>th</sup> day of September, 1996, by Forrest Sygman on behalf of \_\_\_\_\_, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced a Fl. Drivers License and did not take an oath.

  
NOTARY PUBLIC, State of Florida

My Commission expires:



SEP-06-1996 19152

EMPIRE CORPORATE KIT

P.11/16

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is CODEGEN (USA), INC.
2. The name and address of the registered agent and office is:

FORREST SYGMAN, ESQ.  
328 Minorca Avenue  
Coral Gables, FL 33134

96 SEP -9 PM 12:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signature: *Liao Wen-Fong*

LIAO WEN-FONG, President/Director

September 16, 1996  
Date

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 FLORIDA STATUTES.

*Forrest Sygman*  
REGISTERED AGENT

DATE: 9/16/96

H96000012507