

**P96000078445**

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P. O. Box 8327  
Tallahassee, FL 32314

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
SEP 19 PM 2:53

**SUBJECT:** HARVARD INTERNATIONAL, INC.  
(Proposed corporate name - must include suffix)

400001351674  
-09/19/96--01058--010  
\*\*\*\*131.25 \*\*\*\*131.25

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**Additional Copy Required**

**FROM:** MING YEN  
Name (printed or typed)

976 FLORIDA CENTRAL PARKWAY SUITE 112  
Address

LONGWOOD, FLORIDA 32750  
City, State & Zip

407-831-3232  
Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.

D. BROWN SEP 20 1996

ARTICLES OF INCORPORATION  
OF  
HARVARD INTERNATIONAL, INC.

FILED STATE  
SECRETARY OF CORPORATIONS  
96 SEP 19 PM 2:53

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation:

1. The name of the corporation is:

HARVARD INTERNATIONAL, INC.

2. The purpose of the corporation is to engage in any activities or businesses permitted under the laws of the United States, State of Florida, and in such states as the corporations shall be authorized to do business.
3. The corporation shall have perpetual existence.
4. The aggregate number of shares which the corporation shall have authority to issue is Six Hundred Shares, all of one class, and having par value of \$1.00 per share. The Board of Directors shall have authority to divide any or all within the limitations set forth under the laws of the United States, State of Florida and such states as the corporation shall be authorized to do business, as shall be appropriate, fix and determine the relative rights and preferences of the shares of any series so established. All share are subject to the following restrictions:
  - a. The stock shares shall be divided as follows:

MING YEN	30%
REN ZHONG	30%
LIU CHUN HUI	30%
LI PUNAN	10%
  - b. Shareholders may dispose of their stock in this corporation, or encumber said stock, only under the conditions expressed herein.
  - c. Any shareholder desiring to encumber or dispose of his stock must obtain the written consent of each of the other shareholders and of this corporation.
  - d. In the absence of the obtaining of such written consent, the shareholder desiring to encumber or dispose of their stock certificates shall first offer to sell all of their stock to the corporation in accordance with the terms of this agreement and as regards any stock not purchased by the corporation them in turn the unsold stock

shall be offered to all of the remaining shareholders to be purchased on a prorata basis if the shareholders cannot reach an agreement as to who shall purchase what amount of stock from the offering shareholder.

1. The offering shareholder shall inform the corporation of their intention to sell by registered mail to the corporation at its registered agent's address and to each other shareholder.
2. Sale to the corporation or to any other shareholder shall take place within sixty (60) days of the date of such receipt of said notice by the corporation and all other shareholders.
3. The purchase price for each share of stock shall be the book value per share on the last day of the month preceding the date of the mailing of the notice of intention to sell. The accountant for the corporation shall determine the book said amount in monthly installments to be amortized over seven (7) years. It shall bear interest at the highest legal rate of interest allowed under Florida Statutes. It shall provide for the right to repay without penalty, reasonable attorney's fees, court costs, discovery expenses, and aforesaid to be on both the trial level and all appellate levels. Payments are to be made the first of each month with a fifteen (15) day grace period.
4. Said promissory note shall be secured by the corporation executing one or more security agreements encumbering all or part of all the tangible and intangible personal property of the corporation, liens upon titles to vehicles and boats, and mortgages on land in a sufficient sum to guarantee said promissory note, but in no event shall the fair market value of the property encumbered exceed twice the face value of the said note.
5. The corporation has the right to decline to purchase part or all of the shareholder's stocks. In the event the corporation declines to purchase all of the stock, then the offering shareholder shall offer that portion unsold to the remaining shareholders, to be purchased at the same price as above defined on said basis. Purchase of said stock by other shareholders shall be on a cash basis unless otherwise agreed between the offering shareholder and the purchasing shareholder. All unsold shares of stock may be offered for sale and be purchased

by non-shareholders after completion of all of the requirements precedent contained in this agreement. If stock certificates are sold in violation of this agreement, then such purchasers shall not be made stockholders of record, not entitled to vote nor dividends nor rights or privileges of this corporation.

6. The corporation shall within thirty (30) days after the date of receipt of said notice inform the offering shareholder of its intentions. Individual share holders shall have forty-five (45) days after the date of receipt of said notice to inform shareholder shall exercise their rights under this agreement, then a closing of those rights shall take place within sixty (60) days of the receipt of said notice by corporation and by each of the shareholders.
7. In the event of the death of any shareholder, the requirements of these stock shall be purchased by the corporation or other shareholders in accordance with the above provisions. the requirements of these articles of incorporation shall be binding upon all shareholders, their personal representatives, heirs, successors, and assigns.
- e. The certificates of stock of this corporation shall bear the following endorsement on each share: "This share certificate is subject to a restriction against sale or encumbrance for restrictions upon transfer of the stock and a copy of the Articles of Incorporation may be obtained from the secretary of the corporation."
- f. A shareholder who desires to encumber their stock certificates may do so only after receiving consent by shareholders who represent not less than three-fourths (3/4) of the authorized and outstanding shares of the corporation or in lieu of receiving said consent said shareholder shall offer said stock for sale on the above terms and conditions.
- g. Dividends may be paid on the common share, as and when declared by the Board of Directors, out of any funds of this corporation legally available for the payment of such dividends, from the net earnings of from the surplus of the assets over liabilities including capital of the corporation. And when Directors shall so determine, dividends on common shares may be paid in common stock, subject to the further provisions hereof. Dividends as and

when declared shall be paid ratable on all common shares, except that stock dividends shall only be payable to the holders of any class of common stock in shares of the same class.

- h. In the event of the liquidation, dissolution, or winding up of this corporation, whether voluntary or involuntary, the holders of All common shares shall be entitled to receive, ratable, all assets of this corporation. A consolidation or merger of this corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up within the meaning of this clause, although nothing by such consolidation or merger shall in any manner operate in the surviving corporation of such consolidation or merger to change or prejudice the respective rights of the holders in any class of common stock. A voluntary dissolution, liquidation, or winding up of this corporation may be effected by vote of the majority of the holder of the voting common stock. Any distribution to holders of common shares upon liquidation, dissolution, or winding up, whether voluntary or involuntary, shall be made ratable among the holders of common shares regardless of class. Consent of the holders of any nonvoting common stock shall not be required in connection with any consolidation or merger of this corporation with or into any other corporation or corporation, if the consent would otherwise be required by law, as long as the rights of all common stockholder are treated alike; though ratable.
- i. The corporation may from time to time, pursuant to any contract with stockholders, as restricted herein, or otherwise, purchase for cash or such other consideration deemed appropriate and in the best interest of corporation by the Board of Directors, any outstanding common shares regardless of class, as treasury stock, which stock may be reissued or used for such other purpose as said Board of Directors may determine. And corporation may cause its issued and outstanding common stock to be purchased or acquired in the name of another party or parties if the corporation so elects.
- j. The capital structure of the corporation may be changed by a vote of the majority of the holders of the then issued and outstanding voting common stock, but no other kind, class or series of voting stock may be authorized without approval of the holders of three-quarters (3/4) of the then issued and outstanding voting common stock. Whenever the capital structure of corporation has been

changed, with the requisite votes of the holders of the nonvoting common stock, the corporation may issue any additional common shares, or any other kind, class, or series of capital stock, whether common, preference or preferred, to effect any consolidation or merger, to raise capital, or for such other purpose as the Board of Directors may deem appropriate and in the best interest of the corporation from time to time.

- k. All common stock now or hereafter authorized (subject to the limitations hereof) shall be issued for cash or in the best interests of the corporation by the Board of Directors which may include issuance of common stock to effect any Directors which may include issuance of common stock to effect any authorized stock split or stock dividend, or merger or acquisition, and the issuance of common stock as a gift and/or corporation, as the Board of Directors may deem to be appropriate and in the best interest of the corporations from time to time.
- 1. All shareholders hereby agree that Ming Yen shall have the power to vote the shares held by all shareholders. All Shareholders hereby agree to hold Ming Yen harmless as to any all actions he may take pursuant to and in conformance with this provision. This power shall include the power to vote on all matters relating to this Corporation unless and until the shareholders who own a majority of the outstanding shares vote at a regular meeting of the shareholders to amend this provision. This provision shall appear on the front of all shares of stock until such time as this provision is amended by an appropriate vote of the shareholders as set out herein.
- 5. The amount of capital with which the corporation will begin business shall not be less than Five Hundred Dollars.
- 6. The principal office of the corporation shall be located at 976 Florida Central Parkway, Suite 112, Longwood, Florida 32750, which is located in Seminole County, Florida, and the corporation may maintain offices and transact business in other places within or without the State of Florida as may from time to time be designated by the Board of Directors.
- 7. The street address of the initial registered office of the corporation is 976 Florida Central Parkway, Suite 112, Longwood, Florida 32750 and the initial registered agent of the corporation at said address is Ming Yen, who is a resident of Florida.

8. This corporation shall have one (1) or more directors and same to be set from time to time by the Board of Directors in the By-laws of the corporation. The number of Directors constituting the initial Board of Directors is four (4) and their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MING YEN	976 Florida Central Parkway Suite 112 Longwood, Florida 32750
REN ZHONG	976 Florida Central Parkway Suite 112 Longwood, Florida 32750
LIU CHUN HUI	976 Florida Central Parkway Suite 112 Longwood, Florida 32750
LI PUNAN	976 Florida Central Parkway Suite 112 Longwood, Florida 32750

9. The officers of the corporation, who shall be elected by the Board of Directors, shall consist of a President, who shall be a Director and who shall be the Chief Executive Officer of the Corporation; Chairman of the Board; Senior Vice President; or more Vice Presidents; a Secretary; a Treasurer; and such other Officers as the Board of Directors may determine, including one or more Assistant Vice presidents, Assistant Secretary, and Assistant Treasurer. Said Officers shall serve for such term and have such duties as may be prescribed by the By-laws or determined by the Board of Director. Any person may hold two or more offices, except that the President may not also be the Secretary or Assistant Secretary, and no person holding two or more offices shall sign any instrument in the capacity of more than one office.

10. The names, addresses, and titles of the initial Officers of this corporation shall be as follows, subject to confirmation at the organization meeting of the initial Board of Directors:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
MING YEN	976 Florida Central Parkway Suite 112 Longwood, Florida 32750	President
REN ZHONG	976 Florida Central Parkway Suite 112 Longwood, Florida 32750	Vice-President
LIU CHUN HUI	976 Florida Central Parkway Suite 112 Longwood, Florida 32750	Treasurer
LI PUNAN	976 Florida Central Parkway Suite 112 Longwood, Florida 32750	Secretary

All of the stock holders of the corporation or all of the stockholders of any class of stock of the corporation, may simultaneously enter into written agreements among themselves and with the corporation, providing for the following:

- a. Reasonable limitations on the transfer and assignment of the stock or class of stock of the corporation owned by the stockholders or class of stockholders.
- b. Reasonable limitations upon and/or authorization for the issuance of capital stock or other securities by the corporation.
- c. The manner and method by which the corporation is to be managed and operated.
- d. The liquidation, dissolution and winding up the corporation, and distribution of the assets.
- e. Any other or further rights and preferences, privileges, limitations and restrictions upon the authorized capital stock of the corporation, or concerning purchase or repurchase of common shares in the event of death of any common stockholder or other circumstance which may require or entitle corporation to purchase or repurchase any said shares; all subject to the limitations stated above.
- f. Any matter necessary or convenient to the effectuation of the foregoing items or provisions. Any such agreement unanimously made and entered into among all of the stockholders of the corporation, or all of any class of stockholders of the corporation, when filed in the corporate records, shall be binding on the corporation and shall be recognized and observed by the Directors, Officers and Agents of the Corporation, and any such agreement shall continue binding upon the corporation until there is filed with the President and Secretary of the Corporation, in duplicate, a written instrument signed by the persons who originally created such agreements (or their successors in ownership, providing such succession in ownership shall be accomplished in accordance with the terms of the stockholders' agreements), consenting to the revocation and cancellation of the agreements among the stockholders, or class of stockholders. And, one or more, but not all, of the stockholders of any class may enter into written agreements among themselves and/or with the corporation, providing for purchase of shares in the event of death or other circumstance which may be agreed upon between them, and all such written agreements



shall be recognized by the corporation; provided, that nothing by this authorization shall violate or be in derogation of any rights or right of first refusal of the corporation or of any remaining or other stockholders of any class. Notwithstanding any foregoing authorization to the contrary, the corporation may make and enter into any agreements with one or more, but not all the stockholders of a class, and all such agreements shall also be binding upon the corporation and recognized and observed by the Directors, Officers and Agents of the corporation in the same manner and to the same force and effect as any other agreement between the corporation and all stockholders or all of any class of stockholders, and it is recognized that any said agreement between the corporation and stockholders of one class, or any stockholders of one class, may provided for varied terms and conditions, it being the case that provide for varied terms and conditions, it being the case that the corporation may recognized and/or make and enter into separate agreements with any stockholder without being required to make and enter into the same agreement with other stockholders or all other stockholders of any class; provided, however, that nothing herein shall violate, or be in derogation of, any rights of the preferred stockholders, if any.

11. Every Director and every officer of the Corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonable incurred by or imposed upon him in connection with any proceeding to which he may be a party, including appeals, or in which he may become involved by reason of his being or having been a Director and/or Officer of the Corporation, or of any other corporation which he served as such at the request to the corporation, whether or not he is a Director or Officer at the time such expenses are incurred except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder bases upon settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled, but said right of indemnification shall not extend to any action, suit or proceeding by the corporation or in the right of the corporation to procure a judgment in its favor, whether civil or criminal,

brought to impose a liability or penalty on any person for an act alleged to have been committed by such person in his capacity as Director or an officer of the corporation or in any other corporation in which he served as such at the request of the corporation.

12. The by-laws of the Corporation shall be adopted by majority vote of the Board of Directors, and said By-Laws may be amended as provided in said By-Laws, provided that nothing in said By-Laws shall be contrary to any provisions of the Articles of Incorporation.

13. The name and address of the incorporators:

NAME	ADDRESS
MING YEN	976 Florida Central Parkway Suite 112 Longwood, Florida 32750
REN ZHONG	976 Florida Central Parkway Suite 112 Longwood, Florida 32750
LIU CHUN HUI	976 Florida Central Parkway Suite 112 Longwood, Florida 32750
LI PUNAN	976 Florida Central Parkway Suite 112 Longwood, Florida 32750

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to the Articles of Incorporation at Longwood, Seminole County, Florida, this 16 day of September, 1996.

  
Ming Yen

STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public in and for the State of Florida at Large, personally appeared MING YEN, to me personally well known to be the person who executed the foregoing Articles of Incorporation of HARVARD INTERNATIONAL, INC. and who acknowledged before me that she executed the same in the County of Seminole, State of Florida, this 16 day of September, 1996.

  
Notary Public, State of Florida

My commission expires

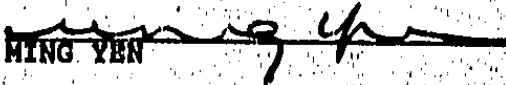


JANEEN CEPULL  
My Comm Exp. 10/02/99  
Bonded By Service Ins  
No. CC499065

(1) Personally Known (1) Other I.D.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, MING YEN, a resident of Florida, have been nominated to be initial registered agent for HARVARD INTERNATIONAL, INC., and I hereby accept the appointment as initial register agent.

  
MING YEN

Mail correspondences to: 976 Florida Central Parkway  
Suite 112  
Longwood, Florida 32750

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: HARVARD INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

MING YEN

(NAME)

976 FLORIDA CENTRAL PARKWAY SUITE 112

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

LONGWOOD, FLORIDA 32750

(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

9-16-96  
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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