

(((H96000014498 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

PROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: YUEN AND LI, CORP. AUDIT NUMBER..... H96000014498

DOC TYPE..... PLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS. . 0 CHRT. COPIES.....1

PAGES..... DRL.METHOD..

FAX

BST.CHARGE. \$122.50

NOTE: PLRASE 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. \*\*

INTER SELECTION AND <CR>; Help F1 Option Menu F2

NUM CAPS Connect: 00:24:23

95 OCT 16 PH 1: 17

EMPIRE CORPORATE KIT

1986 15:21

P. 02/08



# FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 16, 1996

EMPIRE CORPORAT KIT COMPANY

MIANI, PL

SUBJECT: YUEN AND LI, CORP.

REF: W96000021923

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6878.

Terri Buckley Corporate Specialist

FAX Aud. #: E96000014498 Letter Number: 796800047374

## ARTICLES OF INCORPORATION

. 07

YUEN AND LI, CORP.

H 96 00 001 96 OCT 16 PH 3: 01 SECRYTARY OF STATE

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

ARTICLE I

MYICE

The name of the corporation shall ba: YUEN AND LI, CORP.

#### ARTICLE II

#### PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows

**a**) To transact any lawful business.

#### ARTICLE III

#### CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is One Hundred (100) shares of common stock, having a nominal or par value of \$.10 per share. consideration to be paid for each share shall be fixed by the Board of Directors.

Prepared by:

H96000014498

DAVID A. ROSENBLATT, ESQUIRE 9190 SUNSET DRIVE MIAMI, FLORIDA 33173 TELEPHONE (305) 595-3444 FLORIDA BAR NO.: 253758

#### ARTICLE IV

#### TERM

This corporation shall have perpetual existence.

#### ARTICLE V

#### REGISTERED OFFICE and PRINCIPAL OFFICE

The Registered and Principal Office shall be located at 11176 SW 112 Terrace, Miami, Florida 33176 or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

#### ARTICLE VI

## DIRECTORS, OFFICERS AND INITIAL REGISTERED AGENT

This corporation shall have not less than one (1) nor more than nine (9) directors, as set forth in the By-Laws. The name and street addresses of the first Board of Directors, the initial Registered Agent and the initial Officers of this corporation who, subject to these Articles of Incorporation, By-Laws and the laws of the State of Florida, shall hold office until Cheir successors have been elected and qualified are as follows:

MANE

ADDRESS

JOHN YUEN/PRESIDENT SECRETARY/TREASURER

11176 SW 112 TERRACE MIAMI, FLORIDA 33176

H96000014498

#### ARTICLE VII

#### SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are:

NAME

**ADDRESS** 

JOHN YUEN/PRESIDENT SECRETARY/TREASURER

11176 SW 112 TERRACE MIAMI, FLORIDA 33176

#### ARTICLE VII

#### SPECIAL PROVISO

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by. all the persons who would be entitled to vote upon such action at a meeting and filed with the Sacretary of the Corporation as part

of the corporate records. Such consent shall have the same force and offect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors or wherever a greater vote is required by law or in the By-Laws for that vote.

#### ARTICLE IX

### INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to the inspection of shareholders and no shareholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute unless authorized by a resolution of the shareholders or the Board of Directors.

#### ARTICLE X

## INDEMNIFICATION OF OFFICERS AND DIRECTORS

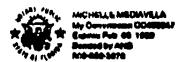
Every officer and every director of the corporation shall be indemnified by the corporation as permitted by law against all expenses and liability, including counsel fees, reasonably incurred M96000014498

STATE OF FLORIDA COUNTY OF DADE

H96000014498

BEFORE ME, the undersigned authority, this day personally appeared JOHN YUEN, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation of YUEN AND LI, CORP., and he acknowledged before me that he signed and executed the same for the purposes stated therein.

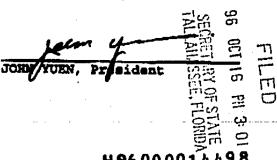
SWORN TO AND SUBSCRIBED before me this 2 day of October, 1996.



PUBLIC, STATE OF FLORIDA My Commission Expires:

## CERTIFICATE ACCEPTING DESIGNATION REGISTERED AGENT

I, JOHN YURN, hereby certify that I have accepted the designation as Registered Agent of YUEN AND LI, CORP., and agree to serve as its agent to accept service of process within the State at its Registered Office.



by or imposed upon them in connection with any proceeding to which they may be a party or in which they may become involved by reason of them being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

#### ARTICLE XI

#### TELEPHONE MEETING AUTHORISED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or the executive committee as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

#### ARTICLE MII

#### AMERICANTE

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Miami, Dade County, Florida, this // day of October, 1996.

John Yuen, President