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January 20, 1997

FILED
97 JAN 22 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-01/22/97--01117--010
****122.50 ****122.50

RE: China Chef of Ocala, Inc.

Gentlemen:

Please file the enclosed Articles of Incorporation and send the certified copy and your acknowledgement to me in care of this office. Enclosed is our check in the sum of \$122.50 representing your filing fees.

Very truly yours,


H. RANDOLPH KLEIN

HRK/lz
enc.

TH
1-28-97

**ARTICLES OF INCORPORATION
OF
CHINA CHEF OF OCALA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes and subscribes to these Articles of Incorporation under the laws of Florida.

I.

The name of the corporation shall be:

CHINA CHEF OF OCALA, INC.

II.

The general purpose for which the corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

III.

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be 1,000 shares of no par value stock, which stock shall qualify under Section 1244, Internal Revenue Service Code.

IV.

The corporation's principal office and its registered office shall be:

2714 NE 14 Street
Ocala, FL 34470

and the name of its initial Registered Agent at such address shall be:

LING CHUNG TSENG

V.

The corporation shall have no Directors and the business of the corporation shall be managed by the stockholders.

VI.

The name and address of the incorporator is:

LING CHUNG TSENG
1200 NE 30 Avenue
Ocala, FL 34470

IN WITNESS WHEREOF, the incorporator has caused this instrument to be executed this 20 day of January, 1997.


LING CHUNG TSENG

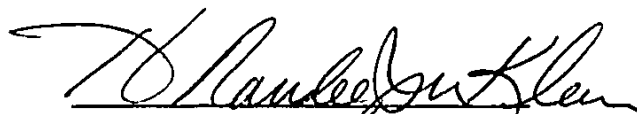
STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public this day personally appeared LING CHUNG TSENG () who
is/are personally known to me or produced FL. DR. LIC T252-523-53-011 as identification who
executed the foregoing instrument and acknowledged before me the execution thereof for the uses
and purposes therein stated and expressed.

WITNESS my hand and official seal at Ocala, Marion County, Florida, this 20 day of
January, 1997.



H. RANDOLPH KLEIN
MY COMMISSION # CC284771 EXPIRES
JUNE 12, 1997
BONDED THROUGH TROY FARM INSURANCE, INC.


Notary Public, State of Florida
My commission expires:

Having been named Registered Agent of CHINA CHEF OF OCALA, INC., I hereby accept
said office and agree to comply with the provisions of Chapter 607, Florida Statutes as same pertain
to the office of Registered Agent.


LING CHUNG TSENG
Registered Agent

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