

797000020025



ACCOUNT NO. : 072100000032

REFERENCE : 276368 8797A

AUTHORIZATION : Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : February 27, 1997

ORDER TIME : 11:43 AM

ORDER NO. : 276368-005

CUSTOMER NO: 8797A

CUSTOMER: J. T. Schrotel, Esq  
J. T. SCHROTEL, ESQ

Legal Clinic Of Tampa Bay  
412 Madison Street, Suite 1112  
Tampa, FL 33602

FILED  
97 MAR -3 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

200002103422--6

DOMESTIC FILING

NAME: RACHWAL II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: \_\_\_\_\_

W97-4967  
K.R. MAR - 4 1997

K.R. MAR - 5 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 4, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

SUBJECT: RACHWAL II, INC.  
Ref. Number: W97000004967

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for RACHWAL II, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 897A00010965

RECEIVED  
95 MAR -4 PM 1:56

ARTICLES OF INCORPORATION  
OF  
RACHWAL II, INC.

FILED  
97 MAR -3 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RACHWAL II, INC.

The address of the principal office of this corporation shall be 4642 Pine Green Trail, Sarasota, Florida 34241, and the mailing address of the corporation shall be the same.

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 have outstanding at any one time is 25000 shares of common stock having \$1.00 par value per share.

97 MAR -3 AM 8:31  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4642 Pine Green Trail, Sarasota, Florida 34241, and the name of the initial registered agent of the corporation at that address is John L. McNally.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

John L. McNally	4642 Pine Green Trail
Dir./Pres./Sec./Tres.	Sarasota, Florida 34241

ARTICLE VII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company, on March 3, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

GLS/smr

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of

Rachwal II, Inc.

-----  
does hereby accept such designation and agree to comply with the laws of the State of Florida relative thereto.

By: 

Registered Agent

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97 MAR -3 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PANDA KING, 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:

Panda King, Inc.

The principal place of business of this corporation shall be:

6612 Mogul Ct., Orlando, Florida 32818

**FILED**  
97 FEB 27 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**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 that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

#### ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 6612 Mogul Ct., Orlando, Florida 32818 and the initial registered agent of the corporation at that address is Tuyen Van Nguyen.

#### ARTICLE V. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

#### ARTICLE VI. LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his service shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.



#### ARTICLE VII. SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

#### ARTICLE VIII. DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Tuyen Van Nguyen	6612 Mogul Ct. Orlando, Florida 32818
Lan Tran Nguyen	6612 Mogul Ct. Orlando, Florida 32818

**ARTICLE IX. INCORPORATION**

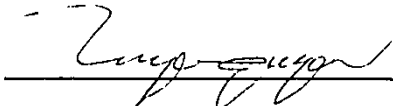
The name and address of the incorporator is:

Tuyen Van Nguyen                      6612 Mogul Ct.  
Orlando, Florida 32818

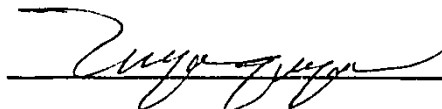
**ARTICLE X. AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of February, 1997.

  
\_\_\_\_\_  
INCORPORATOR-Tuyen Van Nguyen

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
REGISTERED AGENT-Tuyen Van Nguyen

FILED  
97 FEB 27 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Tuyen Van Nguyen, who produced a Florida driver's license as identification, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 24th day of February, 1997.

David Fong

DAVID FONG

NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:



DAVID FONG  
MY COMMISSION # 00000000000000000000  
January 24, 1997  
BONDED WITH TRISTAR INSURANCE CO.

(SEAL)

#P97-20027

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is missing.

Will be filmed

When RECEIVED.

3/12/97 DEPOSITS/PAYMENTS DETAIL SCREEN 9:36 AM  
DEPOSIT NUMBER : 02/27/97 01033 010 DEPOSIT TYPE : COR  
ACCOUNT NUMBER : DEPOSIT AMOUNT : 122.50  
USER ID : MTHOMAS DEPOSIT BALANCE: 0.00  
DEBIT MEMO DATE: VOID DATE :  
TRACKING NUMBER: 700002099497 DOCUMENT NUMBER: P97000020027  
REQUESTOR : LEDGER DATE : 02/27/97  
SUB ACCT NUMBER:

CATEGORY	DESCRIPTION	AMOUNT
CERT	CERTIFICATION	52.50
CF	ALL CORP FILING FEES	70.00

+ NEXT, - PREV, 1. MENU, 2. FILING, 3. OFFICERS

ENTER SELECTION AND CR: