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March 21, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/28/97--01106--011
*****70.00 *****70.00

Gentlemen:

Enclosed are two copies of the Articles of Incorporation of
SJ Countryside Food Inc. along with a check in the amount
of Seventy Dollars and Zero Cents (\$70.00).

Please process this incorporation at your earliest convenience.

Sincerely,

Ming C. Wang

Ming C. Wang
6950 Cypress Road #208-15
Plantation, FL 33317

MAR 27

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91 MAR 24 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SJ COUNTRYSIDE FOOD INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME:

The name of the Corporation is SJ Countryside Food Inc..

ARTICLE II

DURATION:

The duration of the Corporation is perpetual.

ARTICLE III

PURPOSES OF BUSINESS:

The general purposes for which the Corporation is organized are:

1. To operate a restaurant.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITAL STOCK:

The aggregate number of shares which the Corporation shall have authority to issue is:

1. 10,000 shares of Class "A" non-voting, participating shares of no par value.
2. 10,000 shares of Class "B" voting, non-participating

The Corporation's two classes of shares are set forth below having the respective rights and preferences and being subject to the respective restrictions, conditions and limitations hereafter set forth:

1. Class "A" - non voting, participating special shares without nominal or par value designed as Class "A" shares which may be issued and allotted by the Directors of the Corporation from time to time for such consideration as may be fixed from time to time by such Directors;

2. Class "B" voting, non-participating special shares without nominal or par value designed as Class "B" shares which may be issued and allotted by the Directors of the Corporation from time to time for such consideration as may be fixed from time to time by such Directors.

The rights, preferences, restrictions, conditions and limitations attached or related to the aforesaid classes of the Corporation's authorized capital are as follows:

1. The holder of the Class "B" shares shall, as such, be entitled to vote in person or by proxy at any meeting of the shareholders of the Corporation (excluding always meetings of the holders of other classes of the Corporation's share capital) and to receive notice of all such meetings;

2. The holders of Class "A" shares shall not be entitled by virtue merely of being a holder of such shares to attend or vote in person or by proxy at any meetings of the holders of Class "A" shares or to receive notice of such meetings;

3. At the discretion of the Directors of the Corporation, dividends may be declared and paid from time to time out of the monies of the Corporation properly applicable to the payment of dividends on the issued and outstanding shares of Class "A" shares of the Corporation.

4. The holders of Class "B" shares shall not be entitled by virtue merely of being a holder of such shares to participate in the profits or assets of the Corporation ; provided however that in the event of the liquidation, dissolution, or wind-up of the Corporation whether voluntarily or involuntarily, or other distribution of the assets of the Corporation among its shareholders for the purpose of the winding-up of its affairs, the holder of each Class "B" share shall be entitled to receive in priority to any distribution to the holders of Class "A" shares, the stated capital thereof and the remaining property and assets shall be paid or distributed equally to the holders of Class "A" shares.

The right of shareholders to transfer or dispose of their shares is restricted and the nature of the restrictions are set forth below:

No share shall be transferred without the consent of the holders of at least 67% of the voting shares for the time being outstanding expressed by a resolution passed by such shareholders at a meeting duly called and constituted for that purpose or by an instrument or instruments in writing signed by all of such shareholders.

ARTICLE V

PRINCIPAL OFFICE:

The principal office of the Corporation is:
6950 Cypress Road #208-15, Plantation, Florida 33317.

ARTICLE VI

REGISTERED AGENT:

The name of its initial registered agent is Ming C. Wang.
The street address of the initial registered agent of the Corporation is 6950 Cypress Road #208-15, Plantation, Florida 33317.

ARTICLE VII

DIRECTORS:

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address is:

Ming C. Wang
6950 Cypress Road #208-15
Plantation, Florida 33317

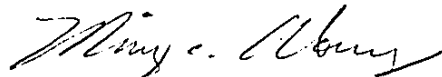
ARTICLE VIII

INCORPORATOR:

The name and address of the initial incorporator is:

Ming C. Wang
6950 Cypress Road #208-15
Plantation, Florida 33317

The undersigned incorporator has executed these Articles of Incorporation this 21st day of March, 1997.



Ming C. Wang

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

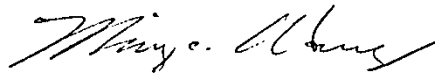
CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance with said sections:

SJ Countryside Food Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Plantation, County of Broward, State of Florida, has named Ming C. Wang, located at 6950 Cypress Road #208-15, Plantation, Florida 33317, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Sections relative to keeping open said office.



Registered Agent - Ming C. Wang