

P97000035615

Karin Wei
301 Eldridge St
Clearwater, Fla 33755

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. KW USA, Inc.
(Corporation Name) (Document #)
2. _____
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4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**Articles of Incorporation
of
KW USA, 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.

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ARTICLE I. NAME

The name of the corporation shall be KW USA, Inc. The principal place of business of this corporation shall be 301 Eldridge Street, Clearwater, Florida 33755.

ARTICLE II. NATURE OF BUSINESS

This corporation shall be a limited purposes corporation which may engage or transact the following matters, as permitted under the laws of the State of Florida or any other state, country territory or nation: this corporation shall be organized and exist for the purposes of renovating the business known as the Forbidden City Restaurant, and shall serve as the principal contractor for the renovations to the Forbidden City Restaurant.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered agent of the corporation shall be 301 Eldridge Street, Clearwater, FL 33755 and the name of the initial registered agent at that address is JAMES MICHAEL McDANIEL.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have one director, initially. The names and street addresses of the initial members of the Board of Directors are:

KARIN WEI
301 Eldridge Street
Clearwater, Florida 33755

ARTICLE VIII. OFFICERS

The name and address of the initial officers of this corporation, who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

President: KARIN WEI
301 Eldridge Street
Clearwater, Florida 33755

Sec./Treas. KARIN WEI
301 Eldridge Street
Clearwater, Florida 33755

ARTICLE IX. INCORPORATOR

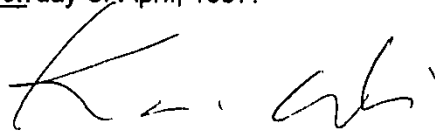
The name and address of the incorporator to these Articles of Incorporation is:

KARIN WEI
301 Eldridge Street
Clearwater, Florida 33755

ARTICLE X. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 15th day of April, 1997.



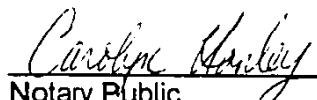
KARIN WEI

State of Florida
County of Pinellas

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared KARIN WEI, who identified herself in the following manner: Florida Drivers License
S000-519-51-945-0

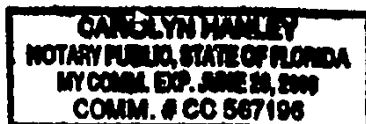
and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same for the purposes expressed herein.

WITNESS my hand and official seal on this 15th day of April, 1997.



Notary Public
State of Florida, at large

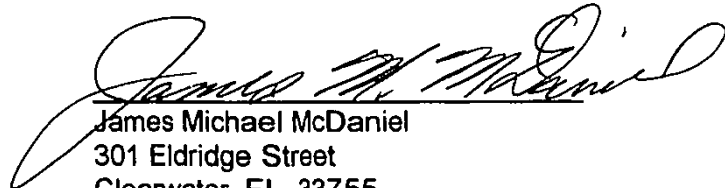
My commission expires:



Acceptance of Appointment
as Registered Agent for
KW USA, INC.

I, James Michael McDaniel, 301 Eldridge Street, Clearwater, FL 33755, do hereby accept appointment as the Registered Agent for KW USA, Inc., a Florida Corporation.

Done and Signed on this 15th day of April, 1997.


James Michael McDaniel
301 Eldridge Street
Clearwater, FL 33755

(813) 446-6543

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