

P97000044953

Bonnie Y. Ma, P.A.  
2530 N. Powerline Road, Suite 401  
Pompano Beach, FL 33069

May 15, 1997

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

300002182403--9  
-05/19/97--01024--016  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed is a check in the amount of \$122.50 and two copies of a charter in connection with the incorporation of King Buffet, Inc. in the State of Florida. The amount of the check is broken down as follows:

Filing fee	\$ 72.50
Resident agent designation	30.00
Fee for obtaining a certified copy of the charter	20.00
	-----
	<u>\$ 122.50</u>

FILED  
97 MAY 19 AM 9:28  
TALLAHASSEE, FLORIDA  
STATE

The second copy is for you to certify the charter and please return to me.

Sincerely yours,  
Bonnie Y. Ma, P.A.

MAY 21 1997 BSB



Bonnie Y. Ma

BYM/jl

Enclosures

**ARTICLES OF INCORPORATION**

**OF**

King Buffet, Inc.

FILED  
97 MAY 19 AM 9:28

TALLAHASSEE FLORIDA

I, the undersigned natural person(s), competent to contract, acting as incorporator of corporation under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for such corporation.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation shall be:

King Buffet, Inc.

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The authorized capital stock of this corporation shall consist of 500 shares of common stock of the par value of One Dollar (\$1.00) per share, which shall be issued for such consideration as may be fixed by the Board of Directors of the corporation.

**ARTICLE IV**

**INITIAL CAPITAL**

The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

**CORPORATE EXISTENCE**

The corporation is to have perpetual existence.

ARTICLE VI

**PRINCIPAL OFFICE**

The street address of the principal office of the corporation in the State of Florida is:

316 N E 167 Street  
North Miami Beach, Fl 33162

ARTICLE VII

**NUMBER OF DIRECTORS**

The number of directors of the corporation shall be set from time to time by the By-laws, but shall be at least one (1).

ARTICLE VIII

**FIRST BOARD OF DIRECTORS**

The names and street addresses of the members of the first board of directors of the corporation are as follow:

Qiang Ni  
316 N E 167 Street  
North Miami Beach, Fl 33162

## ARTICLE IX

### SUBSCRIBERS

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

Qiang Ni  
316 N E 167 Street  
North Miami Beach, Fl 33162

## ARTICLE X

### INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the corporation to procure a judgement in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the corporation.

## ARTICLE XI

### SPECIAL PROVISIONS

(a) No holder of stock of the corporation of any class shall have any preferential, preemptive or other right to subscribe for or to purchase from the corporation any stock of the corporation of any class whether or not now authorized, to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities, which the corporation may at any time corporation of any class.

(b) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, 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 any firm, association of corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also director of such subsidiary or controlled corporation.

(c) The Board of Directors, in addition to choosing the President, Secretary and Treasurer of the corporation, may choose one or more Vice Presidents, an Assistant Secretary, and Assistant Treasurer and such other officers as the Board shall deem advisable, and such officers shall serve for such terms and have such duties as may be determined by the Board of Directors.

(d) The stockholders may, in their discretion choose a Chairman of the Board of Directors at the annual meeting of the stockholders of the corporation; or if the annual meeting of the stockholders is not held, at any meeting of the stockholders thereafter called pursuant to the By-Laws of the corporation.

## ARTICLE XII

### **RESIDENT AGENT**

The resident agent to accept service of process within this state shall be

Qiang Ni  
316 N E 167 Street  
North Miami Beach, Fl 33162

IN WITNESS WHEREOF, I do make and subscribe these Articles  
of Incorporation the 16<sup>th</sup> day of May, 1997.

X Qiang Ni

STATE OF Florida     )  
                                  ) SS  
COUNTY of Broward    )

I hereby certify that on this day before me, an office duly  
authorized in the state aforesaid to take acknowledgements,  
personally appeared Qiang Ni to me known to be the  
persons described in and who executed the foregoing  
instrument and acknowledged before me that he executed the  
same.

IN WITNESS my hand and official seal in the county and state  
last aforesaid the 16 day of May, 1997.

Law J. Long  
Notary Public, State of Florida  
at Large

**ACKNOWLEDGEMENT BY RESIDENT AGENT**

Having been named to accept service of process for the above  
state corporation, at place designated in this certificate,

I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: X Qiang N .<sup>R</sup>  
Resident Agent

FILED  
97 MAY 19 AM 9:28  
TALLAHASSEE, FLORIDA

P 97000044954



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 397905 7124230

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : May 20, 1997

ORDER TIME : 11:28 AM

ORDER NO. : 397905-015

CUSTOMER NO: 7124230

900002185799--1

CUSTOMER: Ms. Karen Brew  
CHARTERHOUSE CORPORATE  
SERVICES LIMITED  
Bourne Concourse  
Peal Street  
Ramsey, UK IM8 1JJ

DOMESTIC FILING

NAME: STOWE SOFTWARE INCORPORATED

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: Deborah Schroder

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

RECEIVED  
MAY 20 1997  
STOWE SOFTWARE INCORPORATED  
UNIDA

MAY 21 1997

4

ARTICLES OF INCORPORATION  
OF  
STOWE SOFTWARE INCORPORATED

FILED  
JAN 30 1983  
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:

STOWE SOFTWARE INCORPORATED

The address of the principal office of this corporation shall be Bourne Concourse, Peel Street, Ramsey, Isle Of Man, IM8 1JJ, Great Britain, 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 3,000 shares of preferred stock having \$0.01 par value per share, and 30 shares of common stock having \$1.00 par value per share.

The shareholders of the \$.01 preferred shares, may at any time, after 12 months from incorporation, wind up the company unless all of the shareholders unanimously agree not to wind up the company.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Karen Brew  
Dir.

Bourne Concourse  
Ramsey, Isle Of Man, IM8 1JJ  
Great Britain

Sandra Shand  
Dir.

Same

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 May 20, 1997.

CORPORATION SERVICE COMPANY

By: Gail Shelby  
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby  
Its Agent, Gail Shelby

DAS/das

P97000044955



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 398748 151004A

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 70.00

ORDER DATE : May 20, 1997

ORDER TIME : 2:09 PM

ORDER NO. : 398748-005

CUSTOMER NO: 151004A

000002185800--E

CUSTOMER: Mr. James C. Bass  
I.H. BASS III

101 Bedford Road

Hattiesburg, MS 39402

DOMESTIC FILING

NAME: KUDZU HEALTH, 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: Todd Sterzoy

EXAMINER'S INITIALS:

8N MAY 21 1997

9

ARTICLES OF INCORPORATION  
OF  
KUDZU HEALTH, INC.

FILED  
REGISTERED AT 2:11  
MILLER COUNTY FLORIDA

ARTICLE I - NAME

The name of this corporation is KUDZU HEALTH, INC., a Florida Corporation.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: to buy sell, exchange, and generally deal in real properties, improved and unimproved, and interests in real properties, including but not limited to options, purchase and sales agreements and leases thereon, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge, or otherwise; to enter into contracts to buy or sell, any property real or personal; to buy and sell mortgages, trust deeds, contracts, and

evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description; to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restrictions or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description.

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

To do all or any thing necessary, suitable, useful, proper or admissible for the accomplishment of any of the purposes of, or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the United States and elsewhere; and to do any other act or acts, thing or things incidental or pertinent to or connected with the business hereinbefore described; or any part or parts thereof is not inconsistent with the laws of the state under which this corporations is formed.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of ONE DOLLAR (\$1.00) par value.

#### ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding Common Shares.

#### 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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 13727 S. W. 152 Street, Miami, Florida, 33177-1106 and the name of the initial registered agent of this corporation is JAMES BASS. The principal business address of the corporation shall be the same.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than 1. The name and address of the initial director of the corporation is: JAMES BASS, 13727 s. w. 152 STREET, SUITE 108, MIAMI, FLORIDA, 33177-1106.

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is: JAMES BASS, 101 BEDFORD ROAD, HATTIESBURG, MISSISSIPPI, 39402.

#### ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

#### ARTICLE XI - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principle among any number

of such candidates.

#### ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a stockholder holding not less than 10% of the capital stock.

#### ARTICLE XIII - OFFICERS

The names and street addresses of the officers of this corporation who shall hold office for the first year of the corporation's existence or until their successors are elected and qualified are as follows:

JAMES BASS, President

101 BEDFORD ROAD  
HATTIESBURG, MISSISSIPPI 39402

JAMES BASS, Secretary/Treasurer  
101 BEDFORD ROAD  
HATTIESBURG, MISSISSIPPI 39402

#### ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51) per cent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one (51) per cent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

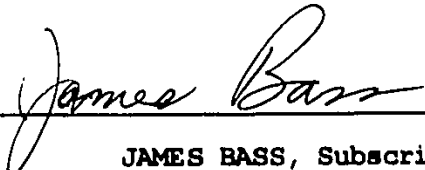
ARTICLE XV - AMENDMENT

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.

ARTICLE XVI - STOCK

The capital stock of the corporation shall be issued in accordance with the provisions of section 1244, Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 30 day of <sup>April</sup> ~~MARCH~~, 1997.

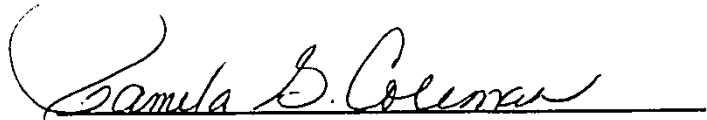
  
\_\_\_\_\_  
JAMES BASS, Subscriber

STATE OF MISSISSIPPI

COUNTY OF FORREST

Before me, a NOTARY PUBLIC authorized to take acknowledgments in the state and county set forth above, personally appeared JAMES BASS, known to me to be the person who executed the forgoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforementioned on this 30<sup>th</sup> day of ~~MARCH~~ *April*, 1997.



NOTARY PUBLIC, STATE OF MISSISSIPPI

Mississippi State Notary Public  
My Commission Expires June 1, 2000

CERTIFICATE designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with section 48.091, Florida statutes, the following is submitted:

First - that KUDZU HEALTH, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named JAMES BASS, Resident Agent, located at 13727 s. w. 152 Street. Suite 108, Miami, Florida 33177, State of Florida as its agent to accept service of process within Florida.

Signature

James Bass  
(Corporate Officer)  
JAMES BASS

Title.....President

Date:.....MARCH, 1997

April 30, 1997

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature

James Bass  
(Corporate Officer)  
JAMES BASS

Date .....MARCH, 1997

April 30, 1997