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DAVID W. LEE, P.A.
Attorneys & Counselors at Law

FILED

97 SEP -2 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

St. Petersburg Office
10033 9th St. N., Suite 106
St. Petersburg, FL 33716
Tel: (813) 579-0333
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3576 Aristotle Ave.
Orlando, FL 32826
Tel: (407) 275-6982
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Please Reply to St. Petersburg Office

August 28, 1997

Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32314

Re: GNL Enterprise, Inc.

600002282906--7
09/02/97--01150--005
*****78.75 *****78.75


Dear Sir/Madam:

The Incorporator, Mr. Cuong Phuoc Luu, has retained me to handle the incorporation legal work in the formation of the GNL Enterprise, Inc., a Florida corporation. Enclosed please find Articles of Incorporation for the above along with a check in the amount of \$78.75 for the filing fee, Certificate Fee and designation of registered agent.

Enclosed is also a copy of the Articles of Incorporation. Please return this to my office with the filing date stamped on it.

Thank you for your time and attention to this matter.

Sincerely,



David W. Lee

Enclosures: The original and a photocopy of the Article of
Incorporation; \$78.75 personal checks for the
fees required.

P. Hall 19SEP - 3 1997

ARTICLE OF INCORPORATION

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97 SEP -2 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is GNL Enterprise, Inc.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of operating restaurants of foreign food services and import and export of food products and other related products;
2. To transact any other lawful business for which corporations may be incorporated under the Florida General corporation Act and 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 FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000,000. Such

shares shall be of a single class, and shall have a par value of \$0.01 per share.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1824 Yale Dr., Clearwater, Florida 34625; and the name of its initial registered agent at such address, is Cuong Phuoc Luu;

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two; The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Cuong Phuoc Luu	1824 Yale Dr., Clearwater, Florida 34625
Chin Fatt Lai	6971 Dalkeith Ave., N., St. Petersburg, FL 33709

The number of directors may be raised or lowered by amendment of the bylaws of the corporation, or shareholder's resolution, but shall in no case be less than one.

ARTICLE SEVEN

PRINCIPAL OFFICE

The principal office of the Corporation shall be 2802 W. Kennedy Blvd., Tampa, Florida 33609.

ARTICLE EIGHT
INCORPORATORS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of incorporator is:


Name

Address

Cuong Phuoc Luu

1824 Yale Dr.,
Clearwater, Florida 34625


Executed by the undersigned at 2802 W. Kennedy Blvd., Tampa, Florida 33609.


Cuong Phuoc Luu
Incorporator

Date 8/28/97

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated 8/28/97


Cuong Phuoc Luu
Registered Agent