

PA7000092761

October 17, 1997

Division of Corporations
Department of State
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

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-10/27/97-01131-024
***122.50 ***122.50

Re: Asia and American Group Investment Company, Inc.

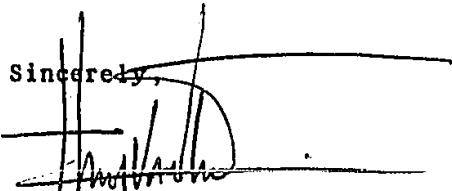
Gentlemen:

Enclosed is the original and one signed copy of the Articles of Incorporation of the above referenced proposed Florida corporation, accompanied by our check in the amount of \$122.50 as payment for the filing fee, a certified copy of the Articles and the Registered Agent designation.

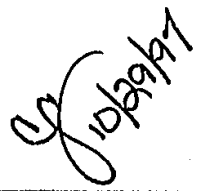
Please process this at your earliest convenience and return the certified copy of the Articles to the undersigned at the indicated address.

Thank you for your attention to this matter.

Sincerely,


Thuong Van Bui
3130 Tampa Road (Hoa Viet)
Oldsmar, FL 34677

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 AM 9:27


10/29/97

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 AM 9:27

ARTICLES OF INCORPORATION
OF
ASIA AND AMERICAN GROUP INVESTMENT COMPANY, INC.

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

ARTICLE I
NAME AND ADDRESS

The name of the corporation shall be Asia and American Group Investment Company, Inc. The address of the principal office of the corporation is 3130 Tampa Road, Oldsmar, FL 34677, and the mailing address of the corporation is the same.

ARTICLE II
DURATION

The duration of the corporation is perpetual.

ARTICLE III
PURPOSE

The general purpose for which the corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Business Corporation Act, and to do such other things as are incidental to the purposes of the corporation or necessary or desirable to accomplish them.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is one thousand (1000) shares of common stock. Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 3130 Tampa Road, Oldsmar, FL 34677, and the name of the initial Registered Agent at that address is Thuong Van Bui.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2). The number of directors may be increased or decreased in accordance with the Bylaws of the corporation, but shall never be less than one (1). The name and address of each initial Director of the corporation is:

Thuong Van Bui
3130 Tampa Road
Oldsmar, FL 34677

Robert Van Worp
3130 Tampa Road
Oldsmar, FL 34677

ARTICLE VII
INCORPORATOR

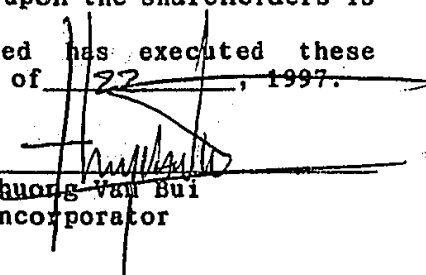
The name and address of the incorporator of the corporation is:

Thuong Van Bui
3130 Tampa Road
Oldsmar, FL 34677

ARTICLE III
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this OCT day of 92, 1997.

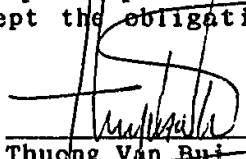


Thuong Van Bui
Incorporator

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 AM 9:27

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and do 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 I am familiar with and accept the obligations of my position as Registered Agent.


Thuong Van Bui

Dated: