

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Chi Fai's Inc.

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DIVISION OF CORPORATION

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- Certificate of Fictitious Name _____
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ARTICLES OF INCORPORATION

FOR

CHI FAI'S INC.

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ARTICLE I - NAME

The name of this corporation shall be CHI FAI'S INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Robert L. Tankel, Esquire, Robert L. Tankel, P.A. The street address of the initial registered office of the corporation for service of process shall be 1299 Main Street, Suite F, Dunedin, Florida 34698.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have two (2) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number

of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

	Pete Kemp	531 Main Street Dunedin, FL 34698
Treasurer:	Mary Kemp	531 Main Street Dunedin, FL 34698

ARTICLE VII - INITIAL OFFICERS

The initial officers to serve until replaced in accordance with the by-laws are:

Pete Kemp --	President
Mary Kemp --	Secretary/Treasurer

ARTICLE VIII - INCORPORATOR

The name and address of each incorporator of the corporation is

Robert L. Tankel	1299 Main Street, Suite F Dunedin, Florida 34698
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ARTICLE IX - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 1299 Main Street, Suite F, Dunedin, Florida 34698. The corporation reserves the privilege of having branch or other offices at places within or outside the State of Florida.

ARTICLE X - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE XI - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XII - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XIII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIV -- SUBCHAPTER S ELECTION

The corporation selects subchapter S election.

ARTICLE XV - COMMENCEMENT OF CORPORATE EXISTENCE

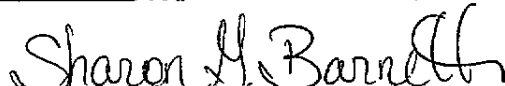
The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 5th day of November, 1997


Robert L. Tankel

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 5th day of November, 1997 by Robert L. Tankel, who is personally known to me or who has produced _____ (type of identification) as identification.


Signature of Person Taking Acknowledgment
Sharon G. Barnett
Name of Acknowledger Typed, Printed or Stamped

(NOTARY SEAL)

Notary Public, State of Florida



Sharon G. Barnett
MY COMMISSION # CC586588 EXPIRES
September 18, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.034, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for CHI FAI's Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 5th day of November, 1997.

By: Robert L. Tankel
Robert L. Tankel, Esquire
Robert L. Tankel, P.A.
1299 Main Street
Dunedin, Florida 34698
(813) 736-1901

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