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November 25, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee FL 32301

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-12/01/97--01151--013
****122.50 ****122.50

Dear Sir:

Re: MING COURT CHINESE RESTAURANTS, INC.

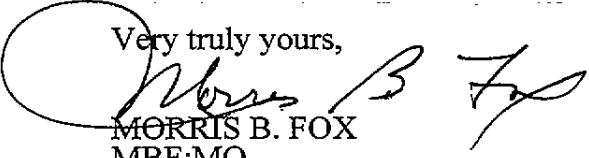
Our firm represents the above named corporation which is requesting a charter from the State of Florida in order to start business as a Corporation in Florida.

Enclosed are the following papers, together with our check:

- a. Original and copy of Articles of Incorporation for filing and approval by your office.
- b. Certificate of Registered Agent
- c. Check to cover fees and costs in the amount of \$122.50:
 - \$35.00 to file certificate
 - \$52.50 for certified copy
 - \$35.00 for registered agent designation

Please return certified copy as soon as possible.

Very truly yours,


MORRIS B. FOX
MBF:MO
Enc.
cc: client

FILED
97 DEC -1 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 12/2/97

ARTICLES OF INCORPORATION

FILED

97 DEC -1 PM 12: 49

THE UNDERSIGNED acting as Incorporator of a corporation under the Florida General Corporation Act hereby associate themselves together to form a corporation for profit and adopt the following Articles of Incorporation for such corporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: Name

The name of this corporation is:

MING COURT CHINESE RESTAURANTS, INC.

ARTICLE II: Duration

The period of its duration is perpetual unless dissolved by action of law.

ARTICLE III: Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV: Capital Stock

The amount of the total authorized stock of the corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share fully paid and non assessable. Stock may be issued by cash, property, labor services or good will, as may be determined by the Board of Directors. There will only be one class of stock, common stock, issued with full voting powers. No other class of stock will be issued. There will be no preemptive rights for any stockholder.

ARTICLE V: Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation are as follows:

HOM PING CHOO
4823 Milton Street
Cape Coral, Fl 33904

The mailing address and office of the corporation is:

4823 Milton Street
Cape Coral, Fl 33904

ARTICLE VI: Initial Board of Directors

The corporation shall have one director initially. The number of directors may be either decreased or increased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial director(s) of this corporation are:

| Name | Address |
|---------------|---|
| HOM PING CHOO | 618 El Dorado Parkway Cape Coral, Fl 33914 |

ARTICLE VII: Initial Officers

| Name | Address | Title-Office: |
|---------------|---|---------------------|
| HOM PING CHOO | 618 El Dorado Parkway Cape Coral, Fl 33914 | President |
| HOM PING CHOO | 618 El Dorado Parkway Cape Coral, Fl 33914 | Secretary/Treasurer |

ARTICLE VIII: Incorporators

The name and address of the Incorporator signing these Articles of Incorporation are:

| Name | Address |
|---------------|---|
| HOM PING CHOO | 618 El Dorado Parkway Cape Coral, Fl 33914 |

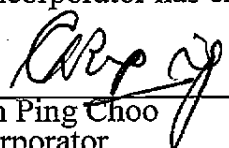
ARTICLE IX: Indemnification

The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and pursuant to the provisions of Section 607.14 of the Florida Statutes, as amended.

ARTICLE X: Amendment of Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26 day of November, 1997.

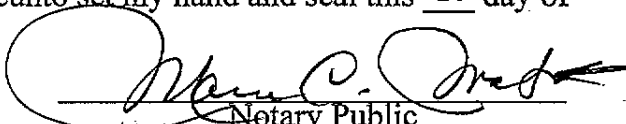


Hom Ping Choo
Incorporator

STATE OF FLORIDA
COUNTY OF LEE

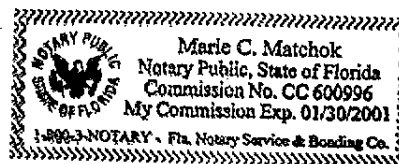
BEFORE ME, the undersigned authority personally appeared HOM PING CHOO
(X) who is personally known to me, OR
() who provided as identification, and who did not take an oath; to me
known to be the person who executed the foregoing Articles of Incorporation, and he
acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of
November, 1997/


Notary Public
MARIE C. MATCHOK
(SEAL)

My Commission Expires:


January 30, 2001



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 MING COURT CHINESE RESTAURANTS, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 4823 Milton Street, the City of Cape Coral, State of Florida, has named HOM PING CHOO located at 4823 Milton Street, Cape Coral, State of Florida, as its agent to accept service of process within Florida.




Hom Ping Choo
Corporate Officer

President
Title

November 26, 1997
Date

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.



Registered Agent

November 26, 1997
Date

FILED
97 DEC -1 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA