

TRANSMITTAL LETTER

P98000001090

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

400002388684--5  
-01/02/98-01084-011  
\*\*\*\*70.00 \*\*\*\*70.00

SUBJECT: PANDA CHINESE RESTAURANT, INC.  
(Proposed corporate name - must include suffix)

EFFECTIVE DATE  
01-01-98

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: STANLEY T. TSAI  
Name (Printed or typed)

#1886 DEL ROBLES DRIVE  
Address

CLEARWATER, FLORIDA 34624-6429  
City, State & Zip

(813) 447-3830 / (813) 535-9609  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 2 PM 3:00

NOTE: Please provide the original and one copy of the articles.

RP  
1-6-98

ARTICLES OF INCORPORATION  
OF  
PANDA CHINESE RESTAURANT, INC.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -2 PM 3:00

THE UNDERSIGNED INCORPORATORS, FOR THE PURPOSE OF FORMING A  
CORPORATION FOR PROFIT UNDER THE FLORIDA BUSINESS CORPORATION  
ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

**EFFECTIVE DATE**  
**01-01-98**

THE NAME OF THIS CORPORATION IS:

PANDA CHINESE RESTAURANT, INC.

ARTICLE II - TERM OF EXISTENCE

THIS CORPORATION IS GOING TO EXIST PERPETUALLY.

ARTICLE III - PURPOSES

THE PURPOSES OF THE CORPORATION ARE TO ENGAGE IN ANY ACTIVITY OR  
BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE  
STATE OF FLORIDA.

#### ARTICLE IV - CAPITAL STOCK

THE SHARE OF STOCK OF THIS CORPORATION SHALL CONSIST OF ONLY ONE CLASS. THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE \$1.00 PER SHARE.

#### ARTICLE V - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

PANDA CHINESE RESTAURANT, INC.  
#1201 CLEVELAND STREET  
CLEARWATER FLORIDA 34615-4908.

#### ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

THE STREET ADDRESS OF THE REGISTERED AGENT OF THIS CORPORATION IS: #1886 DEL ROBLES DRIVE, CLEARWATER, FLORIDA 34624-6429 AND THE REGISTERED AGENT AT SUCH OFFICE IS STANLEY T. TSAI.

#### ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE TWO (2) DIRECTORS INITIALLY.  
THE NUMBER OF DIRECTORS MAY BE CHANGED FROM TIME TO TIME BY  
THE BYLAWS ADOPTED BY THE SHAREHOLDERS. THE NAME AND ADDRESS  
OF EACH MEMBER OF THE FIRST BOARD OF DIRECTORS ARE:

STANLEY T. TSAI  
#1886 DEL ROBLES DRIVE  
CLEARWATER, FLORIDA 34624-6429

ANNE R. TSAI  
#1886 DEL ROBLES DRIVE  
CLEARWATER, FLORIDA 34624-6429

#### ARTICLE VIII - AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN CERTAIN  
INSTANCES BY THE BOARD OF DIRECTORS AS PROVIDED BY STATUTE AND IN  
CERTAIN INSTANCES BY RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS  
PROPOSED BY THEM TO THE SHAREHOLDERS AND APPROVED AT A SHARE-  
HOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE  
THEREON.

## ARTICLE IX - EFFECTIVE DATE

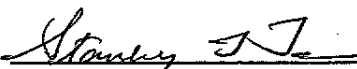
THE EFFECTIVE DATE OF INCORPORATION WILL BE:

JANUARY 1, 1998

## ARTICLE IX - INCORPORATORS

THE NAME AND STREET ADDRESS OF EACH INCORPORATOR TO THESE  
ARTICLES OF INCORPORATION ARE:STANLEY T. TSAI  
#1886 DEL ROBLES DRIVE  
CLEARWATER, FLORIDA 34624-6429ANNE T. TSAI  
#1886 DEL ROBLES DRIVE  
CLEARWATER, FLORIDA 34624-6429

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES THIS

29 DAY OF December 1997.  
STANLEY T. TSAI

"INCORPORATOR"

  
ANNE R. TSAI

"INCORPORATOR"

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR "PANDA CHINESE RESTAURANT, INC." AT THE PLACE  
DESIGNATED IN THE ARTICLES OF INCORPORATION. 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY  
POSITION AS REGISTERED AGENT.

  
STANLEY T. TSAI

THIS 29 DAY OF December 1997.

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: PANDA CHINESE RESTAURANT, INC.

2. The name and address of the registered agent and office is:

STANLEY T. TSAI

(NAME)

#1886 DEL ROBLES DRIVE

(P.O. BOX NOT ACCEPTABLE)

CLEARWATER, FLORIDA 34624-6429

(CITY/STATE/ZIP)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -2 PM 3:00

SIGNATURE

Stanley T. Tsai  
(corporate officer)

TITLE

PRESIDENT

DATE

Dec 29 1997

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Stanley T. Tsai

DATE

Dec 29 1997

REGISTERED AGENT FILING FEE: \$35.00