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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 12 PM 3:52

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

100002428421--7
-02/12/98--01023--005
*****70.00 *****70.00

Subject: CHINA MAX OF COUNTRYSIDE MALL, INC.

Enclosed is an original and one (1) copy of the articles of
incorporation and a check for: \$70.00

FROM: JOHN J. HSIUNG

7005, Shenandoah Court,

Tampa, Florida 33615

Telephone : 813-882-3561

D. BROWN FEB 12 1998

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ARTICLES OF INCORPORATION

OF

CHINA MAX OF COUNTRYSIDE MALL, INC.

The undersigned subscribers to the Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is CHINA MAX OF COUNTRYSIDE MALL, INC.

ARTICLE II - CORPORATE OFFICE

The office and principal place of business shall be located at 27011 US 19 NORTH, #2092, CLEARWAER, FL. 34621, FL. County of PINELLAS.

ARTICLE III - NATURE OF BUSINESS

A

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

B

To hold, lease, purchase and convey real and personal property and to mortgage or lease the same with its franchises and to own and operate rental real estate such as apartments, business offices or stores.

C

To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge deed of trust, or by any other lawful means.

D

For the acquisition of property, business rights or franchises, or for additional working capital, or for any other object on or about its businesses or affairs, and without limit to the amount, to incur debt, and to raise, borrow and secure payment of money in any lawful manner, including the issue and sale or other dispositions of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

E

To buy, sell, own, or otherwise dispose of its own stock or stock in any other firm, company or corporation and to vote the same as if owned by an individual.

F

To do and perform any other acts or things to exercise any and all powers which a partnership or natural person could do or exercise and which are now or thereafter may be authorized by law; generally to make and perform contracts of any kind and description for the purpose of attaining any of the objects of the corporation; and generally to do and perform any of the things necessary or incidental to the performing or carrying out of the powers herein above specifically delegated or implied and which specifically conferred by law permitted.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 1000 shares of common stock having a par value of \$1.00.

ARTICLE V - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 27001 US 19 NORTH #2092, CLEARWATER, FL. 34621, and its initial registered agent at such address is PAUL YOUNG. The mailing address will be the same.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of director of the corporation is two. The number of directors may change from time to time by the By-Laws adopted by the stockholders but shall never be less than one. The names and addresses of the persons who are to serve as a member of the initial board of directors is:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
PAUL YANG	PRESIDENT	3802 CARROLLWOOD PL. CIR.#206,TAMPA, FL.33624
TEH H. CHEN	V. PRESIDENT	14109 VILLIAGE TERRACE DR. TAMPA, FL. 33624
CHIN C. CHANG	SECRARY	3702 CARROLLWOOD, PL. CIR #202,TAMPA, FL.33624

VIII - INCORPORATORS

The name and address of incorporator of these Articles of Incorporation are:

NAME

ADDRESS

PAUL YANG PRESIDENT 3802 CARROLLWOOD PL. CIR. #206, TAMPA, FL. 33624
TEH H. CHEN V. PRESIDENT 14109 VILLIAGE TERRACE DR. TAMPA, FL. 33624
CHIN C. CHANG SECRETARY 3702 CARROLLWOOD, PL. CIR #202, TAMPA, FL. 33624

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meeting by a majority of the stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS THEREOF, WE have hereunto set my hands and seal, acknowledged and filed the following Articles of Incorporation under the laws of the State of Florida this 10TH day of FEB, 1998.


PAUL YANG


TEH HSIEN CHEN


CHIN CHIH CHANG

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE AGENT UPON WHOM PROCESS MAY BE SERVED**

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

CHINA MAX OF COUNTRYSIDE MALL, INC., having been organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of CLEARWATER, County of PINELLAS, State of Florida, and has PAUL YANG with offices at 27001 US 19 NORTH #2092, CLEARWATER, FL. 34621 as its agent to accept Service of Process within the State.

Having been named to accept Service of Process for the above named corporation, at the place designated in this certificate, I hereby accept and agree to act in said capacity, and agree to comply with the provisions of said act relative to keeping office open.


PAUL YANG, REGISTERED AGENT