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LAW OFFICE  
**JEFFREY A. NUSSBAUM P.A.**

SUITE 200N JUSTICE BUILDING  
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March 3, 1998

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

FILED  
98 MAR -5 AM 10:05  
P.O. BOX 291894  
DAVENPORT FL 33329  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Xin Cheng Enterprises (USA) Inc.

100002448531--9  
-03/05/98--01100--015  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

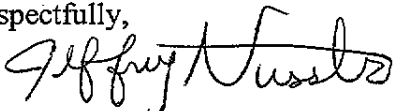
Enclosed herewith please find the following:

- ☒ Articles of Incorporation
- ☒ Certificate of Designation of Registered Agent
- ☒ Self Addressed Stamped Envelope
- ☒ Check in the amount of \$122.50

The above items are being forwarded to you pursuant to Florida Statute for filing the above referenced corporation.

Thank you very much for your time and consideration of this matter. Please feel free to call if you have any questions.

Respectfully,



Jeffrey A. Nussbaum, Esquire

JAN/hs

Enclosures

CP  
2/6/98

**ARTICLES OF INCORPORATION**  
**OF**  
**XIN CHENG ENTERPRISES (USA) INC.**  
  
(a Florida Corporation)

**FILED**  
98 MAR -5 AM 10:05  
TALLAHASSEE, FLORIDA  
CLERK OF DISTRICT COURT

The undersigned, acting as incorporator of **Xin Cheng Enterprises (USA) Incorporated**, proceeds to form a corporation under the Florida General Corporation Act, and adopts the following Articles of Incorporation:

**ARTICLE I. CORPORATE NAME**

The name of this corporation **Xin Cheng Enterprises (USA) Incorporated**.

**ARTICLE II. STREET AND MAILING ADDRESS OF PRINCIPAL OFFICE**

The street and mailing address of the initial principal office is:

8241 NW 8<sup>th</sup> Street, Plantation, FL 33324.

**ARTICLE III. CAPITAL STOCK (authorized shares)**

1. The maximum number of shares that the Corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or in other property, tangible or intangible, or in labor or services actually performed for the Corporation with a value, in the judgment of the Directors equivalent to or greater than the full par value of the shares.

2. A shareholder shall be entitled to one (1) vote per common share on each matter submitted to a vote at a shareholder's meeting. In the event of a dissolution of the Corporation, a shareholder shall be entitled to receive his or her proportionate share of the net assets of the

Corporation based on a ratio of the shareholder's number of common shares to the total number of issued and outstanding shares.

3. No shareholder of the Corporation shall enter into a voting trust or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her shares.

#### **ARTICLE IV. PRE-EMPTIVE RIGHT**

Every shareholder, upon the sale in cash of any new stock of this Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase a pro rata share thereof (as nearly but not over as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is:

8241 NW 8<sup>th</sup> Street, Plantation, FL 33324

and the name of the initial Registered Agent of this corporation at the above address is:

Peter S. Chan

The Board of Directors may, at any time, change either the registered office to any other address in Florida or the registered agent.

#### **ARTICLE VI. INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:


NAME

ADDRESS

Peter Chan

8241 NW 8<sup>th</sup> Street, Plantation, FL 33324

IN WITNESS WHEREOF, the undersigned incorporator, has executed these Articles of Incorporation this 3<sup>rd</sup> day of March, 1998.




Peter Chan, Incorporator

STATE OF FLORIDA     )  
                                      ) SS:  
COUNTY OF BROWARD )

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Peter Chan, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 3 day of March, 1998.



NOTARY PUBLIC, STATE OF FLORIDA



**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

Pursuant to the provisions of Florida Statute § 607.0501(3), 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:

The name of the Corporation is:

Xin Cheng Enterprises (USA) Incorporated

The name of the Registered Agent is:

Peter Chan

The address of the Registered Agent/registered office is:

8241 NW 8<sup>th</sup> Street, Plantation, FL 33324

FILED  
98 MAR -5 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE**

Having been named as Registered Agent to accept service of process for Applied Imagination Incorporated, at the place designated in the forgoing Articles of Incorporation, I hereby accept this appointment and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Peter Chan, Registered Agent

Date: 3-3-98