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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: WON-DANG AMERICA, INC.

AUDIT NUMBER.....H98000013623

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
WON-DANG America, Inc.

Article II. Address

The mailing address of the Corporation is:
WON-DANG America, Inc.
44 West Flagler Street
Suite 2200
Miami FL 33130

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Mark A. Kaire
44 West Flagler Street
Suite 2200
Miami FL 33130

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Moon-Sun Choi

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Mark A. Kaire | FL Bar Member 42854
Law Offices of Mark Kaire
44 West Flagler Street
Suite 2200
Miami FL 33130
305-358-1740
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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Mark A. Kaire
Law Offices of Mark Kaire
44 West Flagler Street
Suite 2200
Miami FL 33130

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 22, 1998.

The undersigned incorporator executed these Articles of Incorporation on July 23, 1998.



MARK A. KAIRE
by G.K. Kuroda as attorney-in-fact

Mark A. Kaire | FL Bar Member 42854
Law Offices of Mark Kaire
44 West Flagler Street
Suite 2200
Miami FL 33130
305-358-1740
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

WON-DANG America, Inc.

REGISTERED AGENT/OFFICE:

**Mark A. Kaire
44 West Flagler Street
Suite 2200
Miami FL 33130**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


MARK A. KAIRE
by G.K. Kuroda as attorney-in-fact

Date: July 23, 1998.

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