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August 26, 1998

P980000075589

Division of Corporations - Examinations Section
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

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-08/27/98--01045--016
***122.50 ***122.50

RE: Noodle Wok Corporation

Dear Examiner:

Enclosed for filing are the Articles of Incorporation for the referenced corporation together with a check for \$122.50. Please forward a certified copy of the Articles of Incorporation to the above address. If you have any questions regarding this matter, please contact me at 941-435-3535.

Sincerely,

Rachel C. Frishe
Rachel C. Frishe, ALS, CLA
Certified Legal Assistant

rcf

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 AM 9:26

R. Purinton AUG 28 1998

**ARTICLES OF INCORPORATION
OF
NOODLE WOK CORPORATION**

98 AUG 27 AM 9:26

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: NOODLE WOK CORPORATION, a Florida corporation.

**ARTICLE II
CAPITAL STOCK AND SHAREHOLDERS**

The aggregate number of shares which this Corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, the par value of each such share being ONE CENT (\$.01).

**ARTICLE III
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors are as follows:

<u>Name</u>	<u>Address</u>
Yu Hua Pi	P.O. Box 8505 Naples, Florida 34101
He Ying Pi	P.O. Box 8505 Naples, Florida 34101

ARTICLE IV
INITIAL OFFICERS

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Yu Hua Pi	P.O. Box 8505 Naples, Florida 34101
Secretary	He Ying Pi	P.O. Box 8505 Naples, Florida 34101

ARTICLE V
INCORPORATOR

The sole incorporator of the Corporation is Yu Hua Pi, whose address is P.O. Box 8505, Naples, Florida 34101.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: Goodlette, Coleman & Johnson, P.A., 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103 and the name of the initial registered agent of this Corporation at that address is: Kevin G. Coleman.

ARTICLE VII
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be: P.O. Box 8505, Naples, Florida, 34101.

ARTICLE IV
INITIAL OFFICERS

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Yu Hua Pi	P.O. Box 8505 Naples, Florida 34101
Secretary	He Ying Pi	P.O. Box 8505 Naples, Florida 34101

ARTICLE V
INCORPORATOR

The sole incorporator of the Corporation is Yu Hua Pi, whose address is P.O. Box 8505, Naples, Florida 34101.

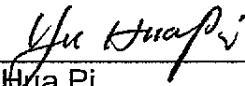
ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: Goodlette, Coleman & Johnson, P.A., 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103 and the name of the initial registered agent of this Corporation at that address is: Kevin G. Coleman.

ARTICLE VII
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be: 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103. The mailing address shall be: P.O. Box 8505, Naples, Florida, 34101.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 24 day of August, 1998.



Yu Hua Pi
Incorporator

**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, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT NOODLE WOK CORPORATION, desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business located at 4001 Tamiami
Trail North, Suite 300, Naples, Florida 34103 and its mailing address of P.O. Box 8505,
Naples, Florida 34101, has named Kevin G. Coleman, Esq., as its registered agent to
accept service of process within Florida.

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 agree to
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.

Dated: August __, 1998


Kevin G. Coleman