

P98000093973
TRANSMITTAL LETTER

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

SUBJECT: ANH HONG SANDWICHES DELI RESTAURANT, INC.
(Proposed corporate name - must include suffix)

500002678215--6
-11/02/98--01118--011
*****78.75 *****78.75

EFFECTIVE DATE
11-01-98

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: HUNG PHAN
Name (Printed or typed)

1124 E COLONIAL DR
Address

ORLANDO , FLORIDA 32803
City, State & Zip

(407) 999-4664
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 PM 2:32

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

Printed NOV - 5 1998

98 NOV -5 PM 2:32

ARTICLES OF INCORPORATION OF ANH HONG SANDWICHES DELI RESTAURANT, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and agrees and certifies as follows:

ARTICLE I NAME

The name of this Corporation shall be Anh Hong Sandwiches Deli Restaurant, Inc., and its address shall be 1124 E. Colonial Dr . Orlando, Florida 32803.

ARTICLE II COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the November 1st, 1998, and shall have perpetual existence unless sooner dissolved according to law.

EFFECTIVE DATE
11-01-98

ARTICLE III PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- a) To perform all restaurant functions - to produce, purchase or otherwise acquire, sell, import, export, distribute, and deal in goods, wares, services, merchandise and materials of any kind and description.
- b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d) To lend money to, and use its credit to assist, its officers and employees.
- e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions,

rights or privileges or any interest in any thereof; to register any patent or patent for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

- f) To Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- g) To aid in any manner any corporation, stock company, association trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interest in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.
- h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure and you its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.
- j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.
- l) To elect or appoint officers and agents and define their duties and fix their compensation.
- m) To make and alter by laws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.
- n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.
- o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.
- p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.
- q) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plan, retirement plans, benefit plans, stock option plans, and other incentive and compensation

plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

- r) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- s) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- t) The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida.

ARTICLE IV CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is as follows:

1. **Authorized Stocks:** This Corporation is authorized to issue the following shares of capital stocks:

- a) **Common Stock.** The aggregate number of shares of Common Stock which the Corporation shall have authority to issue is twenty million (20,000,000) shares, with a par value of \$1.00 per share.

2. **Description of Common Stock.** Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors. Shares of Common Stock are not redeemable, do not have any conversion or preemptive rights, and are not subject to further calls or assessments once fully paid.

Holders of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the board of Directors out of funds legally available thereof, subject to any prior rights accruing to any holders of preferred stock of the Corporation. Upon liquidation or dissolution of the Corporation, holders of shares of Common Stock will be entitled to share proportionally in all assets available for distribution to such holders.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 1124 E. Colonial Dr, Orlando, Florida 32803 and the initial registered agent of the Corporation at that address shall be Hung Phan. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have three Directors initially. The number of directors may be either increased or diminished from time to time as provided in by the Bylaws. The name and street address of the initial directors of this Corporation are:

Hung Phan
10533 Sepal Court
Orlando, Florida 32825

Tuyet Anh Nguyen
10533 Sepal Court
Orlando, Florida 32825

Nguyet D. Sobel
721 Terrace Blvd
Orlando, Florida 32803

Directors may be removed without cause. Directors shall be elected or appointed as provided in the Bylaws.

ARTICLE VII
INCORPORATOR(S)

The name and street address of the person signing these Articles as Incorporator(s) is :

Hung Phan
10533 Sepal Court
Orlando, Florida 32825

ARTICLE VIII BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE IX INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum at contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interpreted.

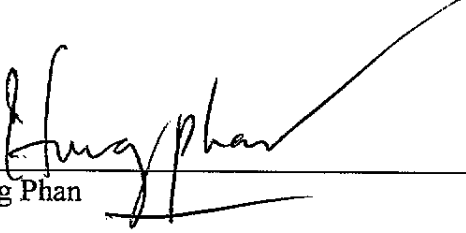
ARTICLE XI
LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XII
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby make(s) and file(s) these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this day of November 1st, 1998.



Hung Phan

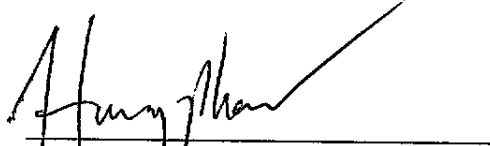
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 607.0501, 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.

First that Anh Hong Sandwiches Deli Restaurant, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Hung Phan, located 1124 E. Colonial Dr, Orlando, Florida 32803, Orange County, Florida, as its agent to accept service of process within this state.

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 REGISTERD AGENT.


HUNG PHAN.
Registered Agent.

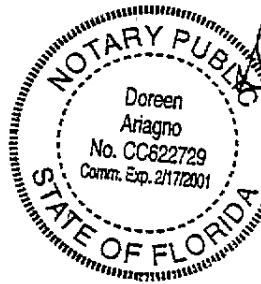
STATE OF FLORIDA

COUNTY OF ORANGE

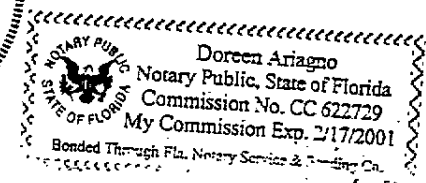
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BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Hung Phan, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and, after presenting identification in the form of a valid driver's license, acknowledged before me that he 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 day of October 29th, 1998.



Doreen Ariagno
NOTARY PUBLIC



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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