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November 6, 1998

200002682972-9
-11/09/98-D1043-011
****122.50 *****78.75

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

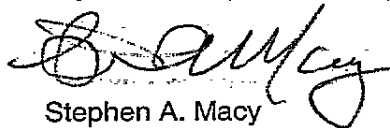
Re: **Pho Bien, Inc.**

Dear Sir/Madam:

Enclosed please find two copies of the articles of incorporation for the above referenced entity, along with a check in the amount of \$122.50 to cover fees.

Please return a copy of the articles to our attention once the filing process is completed by your office. Thank you.

Sincerely,


Stephen A. Macy
Certified Public Accountant

SAM/bs

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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PROFESSIONAL BUSINESS COACHING

ARTICLES OF INCORPORATION
OF
PHO BIEN, INC.

ARTICLE I.
NAME

The name of this corporation is **Pho Bien, Inc.**

ARTICLE II.
PRINCIPAL OFFICE

The principal office and mailing address of this corporation is: **4505 Park Blvd., Pinellas Park, Florida 33781.**

ARTICLE III.
DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of filing with the Secretary of State.

ARTICLE IV.
PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE V.
CAPITAL STOCK

This corporation is authorized to issue **Ten Thousand (10,000)** shares of **One Dollar (\$1.00)** par value common stock.

ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office is: **Quynh Tran, 3415 17th Street North, St. Petersburg, Florida 33713**. The Registered Agent, by execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of §607.0501, Florida Statutes.

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

This corporation shall have **one (1)** director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is: **Quynh Tran, 3415 17th Street North, St. Petersburg, Florida 33713**.

ARTICLE VIII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: **Quynh Tran, 3415 17th Street North, St. Petersburg, Florida 33713**.

ARTICLE IX.
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.

ARTICLE X.
BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.
INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 6 day of November, 1998.

A handwritten signature in black ink, appearing to read 'Quynh Tran', is written over a horizontal line.

Quynh Tran, Incorporator