

P98000098881

Larissa Tian
1098 South Military Trail #206
Deerfield Beach, Florida 33442

November 16, 1998.

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400002692804--0

-11/20/98--01065--008

*****78.75 *****78.75

Re: Willowbank Florida, Inc.

Dear Sir or Madam,

Enclosed are an original and a copy of the articles of incorporation with regard to the formation of the above-referenced Profit Corporation. Please take the necessary action to form this corporation in accordance with Chapter 607 of the Florida Statutes.

Please return a receipt and a certified copy of the articles of incorporation in the attached, self addressed envelope.

Sincerely,

Larissa Tian



FILED
98 NOV 20 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CPB
11-24-98
5

ARTICLES OF INCORPORATION
FOR
WILLOWBANK FLORIDA, INC.

FILED
98 NOV 20 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Florida corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:
WILLOWBANK FLORIDA, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1098 South Military Trail #206
Deerfield Beach, Florida 33442

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at one time is:

1,000 Shares of Common Stock

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is:

Larissa Tian
1098 South Military Trail #206
Deerfield Beach, Florida 33442

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Larissa Tian
1098 South Military Trail #206
Deerfield Beach, Florida 33442

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board of Directors. This corporation shall have one (1) director, initially. The name and address of the initial Board of Director is:

Larissa Tian
1098 South Military Trail #206
Deerfield Beach, Florida 33442

ARTICLE VIII. OFFICERS

This corporation shall have two (2) officers initially. The names, addresses and position of the initial officers are:

Larissa Tian, President
1098 South Military Trail #206
Deerfield Beach, Florida 33442

Victor Tsai, Secretary
1098 South Military Trail #206
Deerfield Beach, Florida 33442

ARTICLE IX. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state or territory.

The undersigned has executed these Articles of Incorporation this _____ day of November, 1998.



Larissa Tian, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the corporation, **WILLOWBANK FLORIDA, INC.**, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

Larissa Tian
1098 South Military Trail #206
Deerfield Beach, Florida 33442

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 registered agent.

Dated: November ____, 1998.



Larissa Tian

FILED
98 NOV 20 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA