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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JAN 28 AM 10:30

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**FLORIDA PROFIT CORPORATION OR P.A.**

**SHEN'S PEKING II RESTAURANT, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
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**ARTICLES OF INCORPORATION** 99 JAN 28 AM 10:30

of

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SHEN'S PEKING II RESTAURANT, INC.**

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the law of the State of Florida.

***ARTICLE I - CORPORATE NAME & ADDRESS***

The name of the corporation is SHEN'S PEKING II RESTAURANT INC. which is located at 11817 Island Lakes Lane, Boca Raton, Fl 33498-6820.

***ARTICLE II - DURATION***

This corporation shall exist perpetually unless dissolved according to Florida law.

***ARTICLE III - PURPOSE***

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

***ARTICLE IV - CAPITAL STOCK***

The corporation is authorized to issue five hundred shares (500) of one Dollar(s) (\$1.00) par value common stock, which shall be designated "Common Shares."

***ARTICLE V - INITIAL REGISTERED OFFICE & AGENT***

The name and street address of the Initial Registered Agent for this Corporation is:

Sha Yo Shen  
11817 Island Lakes Lane  
Boca Raton, Fl 33498-6820

Prepared by: Jane Chao, CPA, Tel: 561-362-9544 Fax: 561-362-9486  
3401 N. Federal Highway, Ste 209, Boca Raton, Fl 33431

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name & address of the initial director of the corporation is as follows:

Sha Yo Shen  
11817 Island Lakes Lane  
Boca Raton, FL 33498-6820

**ARTICLE VII - INCORPORATORS**

The name and address of the person signing these articles of incorporation is as follows:

Sha Yo Shen  
11817 Island Lakes Lane  
Boca Raton, FL 33498-6820

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of January, 1999.

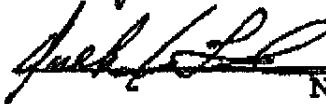
  
Sha Yo Shen

STATE OF FLORIDA )

SS

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me by Sha Yo Shen this  
28 day of January, 1999.



Notary Public

State of Florida at Large

My Commission Expires:



YUEH J. LU CHAO  
COMMISSION # CC413302  
EXPIRES JAN 12, 2001  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT  
OF**

**SHEN'S PEKING II RESTAURANT, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with Said Act:

First -- The SHEN'S PEKING II RESTAURANT, INC. desiring to organize under the  
laws of the state of Florida, with its principal office, as indicated in the Articles of  
Incorporation 11817 Island Lakes Lane, Boca Raton, Fl 33498 has named Sha Yo  
Shen, located at 11817 Island Lakes Lane, Boca Raton, Fl 33498, as its agent to  
accept service of process within this State.

Having been named to accept services of process for the above state corporation, at  
place designated in this Certificate, I hereby accept to act in this capacity, and agree to  
comply the provisions of said Act relative to keeping open said office.

  
Sha Yo Shen  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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