

Division of Corporations

Page 1 of 1

P99000011296

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000002835 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : KEITH J. KANOUSE, P.A.
Account Number : 105503002644
Phone : (561)392-0001
Fax Number : (561)750-1282

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -4 PM 2:23

FILED

FLORIDA PROFIT CORPORATION OR P.A.

chang young, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

m 2/4/99

FILED

99 FEB -4 PM 2:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. H990000028359

ARTICLES OF INCORPORATION

OF

CHANG YOUNG, INC.

Article I

Name

The name of the corporation is Chang Young, Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Prepared by:
Keith J. Kanouse, Esquire
Keith J. Kanouse, P.A.
2424 N. Federal Highway, Suite 353
Boca Raton, FL 33431
Florida Bar No. 208213
Audit No. H990000028359

Audit No. H990000028359

Article IV

Address

The principal place of business or mailing address of this corporation shall be: 1155 Banyan Road, Boca Raton, FL 33432.

Article V

Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Suite 353, Peninsula Plaza, 2424 N. Federal Highway, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation at the address is Keith J. Kanouse, P.A.

Article VII

Initial Board of Directors

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished by the Bylaws but will never be less than 1. The name and address of the initial director of this corporation are:

Niels Stenhoj
1155 Banyan Road
Boca Raton, FL 33432

Chang Woo Kim
201, Kabui Blvd.
2-5 Gal Wall-Dong
Young San-Ku, Seoul, Korea

Audit No. H990000028359

Audit No. H990000028359

Article VIII

Incorporators

The name and address of the person signing these Articles is: Keith J. Kanouse, Esq.

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850 (1) and (2) of the Florida Statutes], as the same may be amended from time to time, this corporation shall indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Audit No. H990000028359

Audit No. H99000028359

Article XI

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 shareholder(s) is subject to this revision.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of February , 1999.



Keith J. Kanouse, Incorporator

Audit No. 990000028359

K37211

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

Pursuant to the provisions of Section 607.0501, of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is Chang Young, Inc.
2. The name and address of the registered agent and office is:

Keith J. Kanouse
 Keith J. Kanouse, P.A.
 Peninsula Plaza, Suite 353
 2424 North Federal Highway
 Boca Raton, FL 33431

SIGNATURE Keith J. Kanouse
 TITLE Incorporator
 DATE February 4, 1999

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.

SIGNATURE Keith J. Kanouse
 DATE February 4, 1999

Audit No. 990000028359

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

99 FEB -4 PM 2: 23

FILED