

P 99 000015815

TRANSMITTAL LETTER

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

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-02/17/99--01012--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: KWON & HONG, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$78.75 Filing Fee & Certificate

From: KWON & HONG, INC.

Mailing Address: 936 Lake Sterling Ct.  
Casselberry, FL 32707  
(407) 699-5330

FILED  
99 FEB 17 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSER FEB 18 1999.

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

# ARTICLES OF INCORPORATION

OF

KWON & HONG, INC.

FILED  
99 FEB 17 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE I

### Name, Principal Place of Business, and Duration

The name of the Corporation is KWON & HONG, INC. The principal place of business of the Corporation is 8609 Ethans Glen Terrace, Jacksonville, FL 32256. The duration of the Corporation is perpetual.

## ARTICLE II

### Registered Office and Agent

The address of the registered office in the State of Florida is 8609 Ethans Glen Terrace, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is Jong Soo Kwon.

## ARTICLE III

### Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

## ARTICLE IV

### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 7,500 shares of Common Stock ("Common Stock"), One Dollar (\$1.00) par value per share. The designations, voting powers, preferences and relative,

participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

- (a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such as dividends as may be cleared from time to time by the Board of Directors.
- (b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and the holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment thereof in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock.  
The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.
- (c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.
- (d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.
- (e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by the legislative enactment of the State of Florida, or of United States hereinafter adopted which have reference to

or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactment.

## ARTICLES V

### Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

Name: Jong Soo Kwon

Mailing Address: 936 Lake Sterling Ct., Casselberry, FL 32707

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

## ARTICLES VI

### Board of Directors

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.
2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.  
(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.  
(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name : Jong Soo Kwon

Address: 8609 Ethans Glen Terrace, Jacksonville, FL 32256

## ARTICLES VII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by status, and all rights conferred upon shareholders herein are granted subject to this reservation.

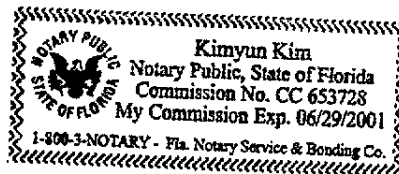
The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of incorporation, and does certify that the facts stated are true; and I have accordingly hereunto set my hand and seal.

DATED: February 10, 1999.

Jong Soo Kwon (SEAL)  
Jong Soo Kwon

Acknowledged before me on 2-10-99, by Jong Soo Kwon, who ✓  
is personally known to me/ produced as identification, and who  
executed the forgoing Articles of Incorporation and acknowledged to and before me that  
he/she executed said instrument for the purposes therein expressed.

Kimyun Kim  
Notary Public - State of Florida  
Names:  
Commission No:  
My Commission Expires:



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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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.

1. The name of the Corporation is KWON & HONG, INC.
2. The name and address of the registered agent and office is:

Jong Soo Kwon at 8609 Ethans Glen Ter., Jacksonville, FL 32256.

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.

Jong S Kwon  
(Signature)

2. 15. 99  
(Date)

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