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FLORIDA PROFIT CORPORATION OR P.A.

RUI KUEN PANDA COMPANY

Certificate of Status	0
Certified Copy	1
Page Count	04
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 21, 1999

EMPIRE

SUBJECT: PANDA II COMPANY
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THE NAME CONFLICT IS PANDA, INC. DOC #H04979.

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ARTICLES OF INCORPORATION
OF
RUI KUEN PANDA, INC.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation pursuant to Section 607.0202 of the Florida Statutes.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

RUI KUEN PANDA, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of this corporation is ONE THOUSAND (1,000) shares of Common Stock, par value \$1.00 per share.

B. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street and mailing address of the principal office of this corporation in the State of Florida is: 3414 S. UNIVERSITY DR., DAVIE, FL 33328, directors may from time to time move the principal office to another address in Florida.

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**ARTICLE VI
NUMBER OF DIRECTORS**

This corporation shall have not less than one (1) director.

**ARTICLE VII
FIRST BOARD OF DIRECTORS**

The name and street address of the initial member(s) of the Board of Directors are:

SHUK KUEN AU
381 NW 101 TERRACE
PEMBROKE PINES, FL 33026

ZHI RUI CHEN
381 NW 101 TERRACE
PEMBROKE PINES, FL 33026

**ARTICLE VIII
INCORPORATOR**

The name and street address of the Incorporator of the Articles of Incorporation is: Linfeng Zhou, 3109 Stirling Road, Suite 101, Ft. Lauderdale, Florida 33312.

**ARTICLE IX
OFFICERS OF THE CORPORATION**

The name and address of the officers of the corporation are:

SHUK KUEN AU, PRESIDENT
381 NW 101 TERRACE
PEMBROKE PINES, FL 33026

ZHI RUI CHEN, VICE PRESIDENT
381 NW 101 TERRACE
PEMBROKE PINES, FL 33026

**ARTICLE X
INITIAL OFFICE AND REGISTERED AGENT**

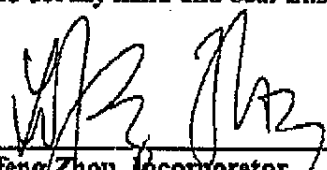
The street and mailing address of the initial office an registered agent of the corporation is: 3414 S. UNIVERSITY DR., DAVIE, FL 33328, and the name of the initial registered agent of this corporation at the address is SHUK KUEN AU.

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Prepared by:
Linfeng Zhou, Esq., 3109 Stirling Road, Suite 101, Ft. Lauderdale, FL 33312 (954) 983-6176, FL Bar/0033420

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IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____
day of April 22, 1999.



Linfeng Zhou, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 or 617.0501, Florida Statutes, the following is submitted:

RUI KUEN PANDA, INC., a corporation being organized under the laws of the State of Florida, with its principal place of business at 3414 S. UNIVERSITY DR., DAVIE, FL 33328, has named SHUK KUEN AU as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for RUI KUEN PANDA, INC. at the place designated in this certificate, I hereby agree to act in such capacity and I further agree to comply with the provisions of said Act with respect to keeping such office open.



SHUK KUEN AU

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