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P99000038286

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BASIC AMENDMENT

CATHAY FINANCIAL CORP.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 21, 1999

CATHAY FINANCIAL CORP.  
1225 E. COLONIAL DR.  
ORLANDO, FL 32837

SUBJECT: CATHAY FINANCIAL CORP.  
REF: P99000038286

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

SINCE THE AMENDED AND RESTATED ARTICLES WERE ADOPTED BY THE INCORPORATOR, THE INCORPORATOR MUST SIGN AND THIS TITLE APPEAR AFTER THE SIGNATURE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson  
Corporate Specialist

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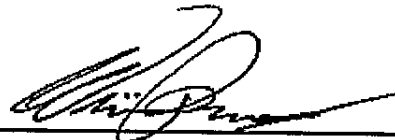
**ARTICLES OF RESTATEMENT  
OF THE ARTICLES OF INCORPORATION OF  
CATHAY FINANCIAL CORP.  
A Florida Corporation**

**FILED**  
99 MAY 21 PM 3:04  
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TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, as President of **CATHAY FINANCIAL CORP.**, a Florida corporation, Florida Document Number P99000038286 (the "Corporation"), in accordance with Section 607.1007(4), Florida Statutes, hereby submits for filing these Articles of Restatement of the Articles of Incorporation of the Corporation.

1. **Name of Corporation.** The name of the Corporation is "Cathay Financial Corp."
2. **Text of Amended and Restated Articles.** The text of the Amended and Restated Articles of Incorporation of the Corporation is attached hereto as Exhibit A.
3. **Requirement of Shareholder Approval.** The Amended and Restated Articles of Incorporation were adopted by the sole Incorporator of the Corporation prior to the issuance of any shares of stock.
4. **Date of Authorization.** The Amended and Restated Articles of Incorporation were adopted by the unanimous written action of the Incorporator on May 19, 1999.
5. **Sufficiency of Vote.** The Amended and Restated Articles of Incorporation were approved by the Corporation's sole Incorporator, which is a vote sufficient to approve the Amendment under the Corporation's Articles of Incorporation and Bylaws and under the laws of the State of Florida.
6. **Effective Date of Amended and Restated Articles of Incorporation.** The Amended and Restated Articles of Incorporation shall be effective immediately upon filing by the Department of State.

**IN WITNESS WHEREOF**, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 21<sup>st</sup> day of May, 1999.



\_\_\_\_\_  
Winnie Pang, Incorporator

This document prepared by:  
George A. Golder, Esq.  
Zimmerman, Shuffield, Kiser & Sutcliffe, P.A.  
P.O. Box 3000  
Orlando, FL 32802-3000  
Phone: (407) 425-7010  
FL Bar #0768014

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CATHAY FINANCIAL CORP.**

**THE UNDERSIGNED**, acting as sole incorporator of CATHAY FINANCIAL CORP. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of the corporation is CATHAY FINANCIAL CORP.

**ARTICLE II  
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

**ARTICLE III  
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 1225 East Colonial Drive, Orlando, Florida 32803. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV  
MAILING ADDRESS**

The mailing address of the corporation is 1225 East Colonial Drive, Orlando, Florida 32803.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 2618 Smithfield Drive, Orlando, Florida 32837, and the initial Registered Agent at such address is Winnie Pang.

This document prepared by:  
George A. Golder, Esq.  
Zimmerman, Shadfield, Kiser & Sutcliffe, P.A.  
P.O. Box 3000  
Orlando, FL 32802-3000  
Phone: (407) 425-7010  
Fl. Bar #0768014

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**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:


Peter Pang  
2618 Smithfield Drive  
Orlando, Florida 32837

Winnie Pang  
2618 Smithfield Drive  
Orlando, Florida 32837

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the sole incorporator of the corporation is Winnie Pang, 2618 Smithfield Drive, Orlando, Florida 32837.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 19<sup>th</sup> day of May, 1999.

  
Winnie Pang, Incorporator