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July 16, 1999

Secretary of State  
Division of Corporations  
New Filings Section  
Post Office Box 6327  
Tallahassee, FL 32314

900002935208--4  
-07/19/99--01113--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation for W.H. Restaurants, Inc.

Dear Sirs,

Enclosed please find the Articles of Incorporation for W.H. Restaurants, Inc. Also enclosed please find a check in the amount of \$70 for the filing of these Articles. Should you have any questions or need anything further please do not hesitate to contact me at the above address.

Sincerely,

*Prince A. Donahoe IV*

Prince A. Donahoe IV, Esq.  
For the Firm

FILED  
99 JUL 19 AM 7:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Prince Donahoe IV Sec.*  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Spelling of R.H.*  
DATE *7-27-99*  
DOC. EXAM *CB*

*CB*  
*7-27-99*  
*no copy*

ARTICLES OF INCORPORATION  
OF  
W.H. RESTAURANTS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation of the purpose of organizing a business corporation.

FILED  
99 JUL 19 AM 7:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation ("Corporation") is W.H. RESTAURANTS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 2692 N. University Drive, #2 & #3, Sunrise, Fla. 33322.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's registered office is 2692 N. University Drive, #2 & #3, Sunrise, Fla. 33322. The initial registered agent for the Corporation at that address is Chhun Hor

ARTICLE VI - INITIAL BOARD OF DIRECTORS / OFFICERS

This Corporation shall have two director constituting the Initial Board of Directors. Then number of directors may be either increased or decreased from time to time by the bylaws, however there shall never be less than one Director nor more than five. The names and address of the person who will serve on the initial board of directors and the officers of this Corporation are as follows:

Name	Address
CHHUN HOR, Pres., Sec.	860 S.W. 50 <sup>TH</sup> AVENUE MARGATE, FLA. 33068
JIE WANG, Vice. Pres., Treas.	860 S.W. 50 <sup>TH</sup> AVENUE MARGATE, FLA. 33068

ARTICLE VII - INCORPORATORS

The names and street addresses of the person signing these articles of incorporation are:

Name  
CHHUN HOR,

Address  
860 S.W. 50<sup>TH</sup> AVENUE  
MARGATE, FLA. 33068

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16<sup>th</sup> day of July, 1999.

  
Name: CHHUN HOR

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for W.H. RESTAURANTS, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Name: CHHUN HOR

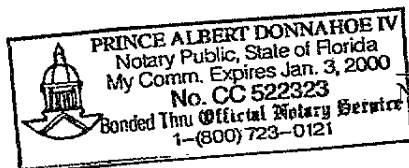
Date: July 16, 1999

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CHHUN HOR, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 16<sup>th</sup> day of July 1999.

(Seal)



  
Notary Public - State of Florida