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

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

PANDA HOUSE RESTAURANT, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

PANDA HOUSE RESTAURANT, INC.

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the law of the State of Florida.

ARTICLE I - CORPORATE NAME & ADDRESS

The name of the corporation is PANDA HOUSE RESTAURANT, INC. which is located at 5320 Overseas Hwy., Marathon, Fl 33050-2606.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one Dollar(s) (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The name and street address of the Initial Registered Agent for this Corporation is:

Lam Yu
5320 Overseas Hwy.
Marathon, Fl 33050-2606

Prepared by: Jane Chao, CPA, Tel: 561-362-9544 Fax: 561-362-9486
3401 N. Federal Highway, Ste 209, Boca Raton, Fl 33431

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name & address of the initial director of the corporation is as follows:

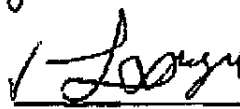
Lam Yu
5320 Overseas Hwy.
Marathon, Fl 33050-2606

ARTICLE VII - INCORPORATORS

The name and address of the person signing these articles of incorporation is as follows:

Lam Yu
5320 Overseas Hwy.
Marathon, Fl 33050-2606

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 17th day of August, 1999.



Lam Yu

STATE OF FLORIDA)

SS

COUNTY OF MONROE)

The foregoing instrument was acknowledged before me by Lam Yu this
11th day of August, 1999.



[Signature]
Notary Public
State of Florida at Large

My Commission Expires:

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
PANDA HOUSE RESTAURANT, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with Said Act:

First -- The PANDA HOUSE RESTAURANT, INC. desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation 5320 Overseas Hwy., Marathon, Fl 33050-2606 has named Lam Yu, located at 5320 Overseas Hwy., Marathon, Fl 33050-2606, as its agent to accept service of process within this State.

Having been named to accept services of process for the above state corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply the provisions of said Act relative to keeping open said office.

✓ [Signature]

Lam Yu
Registered Agent

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