

P99000074382

Thursday, August 05, 1999

To Whom It May Concern  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: **GOLDEN BAMBOO – NEW FILING**

I am enclosing the enclosed Articles of Incorporation and check in the amount of 70.00 to cover the processing fees. Please expedite and return the completed articles to the following address.

Lourdes Wu Jimenez  
1075 West 33<sup>rd</sup> Place  
Hialeah, Florida 33012  
Tel: (305) 824-3453

Thank you,

Lourdes Wu Jimenez

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FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Abdel Jimenez  
AUTHORIZATION BY PHONE TO  
CORRECT CS Date RA Dec 1999  
DATE 8-20-99  
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**ARTICLES OF INCORPORATION  
OF  
GOLDEN BAMBOO INC.**

**EFFECTIVE DATE**  
**8-9-99**

The undersigned, acting as incorporator of Golden Bamboo Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

**GOLDEN BAMBOO INC.**

**ARTICLE II. ADDRESS**

The mailing address of the corporation is:

7297 Coral Way  
Miami, Florida 33155

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**99 AUG 16 AM 10:07**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on August 9<sup>th</sup>, 1999.

**ARTICLE IV. PURPOSE**

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have at any time is 1,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 7297 Coral Way, Miami, Florida 33155, and the name of the corporation's initial registered agent at that address is Lourdes Wu Jimenez.

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided by the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

| <u>Name</u>        | <u>Address</u>                          |
|--------------------|---|
| Lourdes Wu Jimenez | 1075 W. 33 Pl., Hialeah, Florida 33012  |
| Carlos A. Amaro    | 5401 Collins Avenue, Miami, Beach 33140 |

## **ARTICLE VIII. INCORPORATOR**

The name and address of the incorporator is:

| <u>Name</u>        | <u>Address</u>                 |
|--------------------|--------------------------------|
| Lourdes Wu Jimenez | 1075 W. Hialeah, Florida 33012 |

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

## **ARTICLE IX. INDEMNIFICATION**

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses ( including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made party by reason of his being or having been a Director or Officer of the corporation ( whether or not he is a Director or Officer of the corporation at a time he is made party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

**ARTICLE X. BYLAWS**

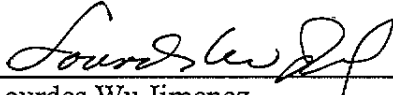
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE XI. - AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 1<sup>st</sup> day of August 1999.

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

  
\_\_\_\_\_  
Lourdes Wu Jimenez  
Incorporator / Registered Agent

**FILED**  
99 AUG 16 AM 10:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA