

P99000079853

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000022580 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

soo & son food, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -9 AM 9:50

6

H99000022580

**ARTICLES OF INCORPORATION
OF
SOO AND SON FOOD, INC.**

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be SOO AND SON FOOD, INC.

**Article II
DURATION**

The term of existence of the corporation shall be perpetual.

**Article III
PRINCIPAL OFFICE**

The address of the initial principal office of the corporation shall be:

200 N. State Road # 7
Hollywood, FL 33021

The corporation may from time to time move its principal office as may be necessary or convenient at the determination of its board of directors.

**Article IV
PURPOSES**

The purposes of the corporation shall be to operate a grocery store, and also to engage in any and all lawful businesses for which a corporation may be incorporated under

Page 1

Prepared by: Chie-Young Chyung, Esq.

1550 Madruga Ave., Suite 415, Coral Gables, FL 33146
Fla. Bar No.: 611859

H99000022580

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -9 AM 9:50

F. S. chapter 607.

H99000022580

Article V
SHARES AND RESTRICTION ON TRANSFER

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand shares of common stocks with par value of ten dollars for each share. The board of directors shall decide the number of shares to be issued, the consideration for each share, time and manner of issuance. The capital stock may be paid for in money, property, labor or services, at just valuation to be fixed by the Incorporator or by the Board of Directors at a meeting called for such purpose.

Article VI
POWERS

The corporation shall have power to sue and capacity to be sued, to complain and defend in its corporate name in all actions or proceedings; to have a corporate seal and use it; to purchase, take, receive, lease or otherwise deal in and with real or personal property or interest therein; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets; to lend money to, and use its credit to assist, its officers and employees in accordance with F. S. section 607.0833; to make contracts and guarantees and incur liabilities, borrow money, issue notes and other obligations; to have and exercise all powers necessary or convenient to effect its purposes.

Article VII
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent and the address of the initial registered office for the corporation are:

Name	Address
Soo Chea Chung	200 N. State Road # 7 Hollywood, FL 33021

Article VIII
INCORPORATOR

H99000022580

H99000022580

The name and address of the incorporator are:

Name	Address
Soo Chea Chung	200 N. State Road # 7 Hollywood, FL 33021

**Article IX
INITIAL BOARD OF DIRECTORS**

The number of directors may be changed by the bylaws of the corporation from time to time, The maximum number of directors shall, however, not exceed five (5). The initial board of directors shall consist of one (1) director whose name and address are:

Name	Address
Soo Chea Chung	200 N. State Road # 7 Hollywood, FL 33021

**Article X
OFFICERS**

The corporation shall have one president, one treasurer, and one secretary. A vice-president may be appointed under the bylaws. The secretary shall also act as a secretary to the board of directors and a secretary to the shareholders meeting. Any one person may assume more than one of the aforementioned offices. The board of directors shall elect corporate officers.

The initial president of the corporation, however, shall be:

OFFICE	NAME OF THE OFFICER
President	Soo Chea Chung
Secretary	Soo Chea Chung
Treasurer	Soo Chea Chung

**Article XI
AMENDMENT**

This Articles of Incorporation shall be amended by majority vote of the board of

H99000022580

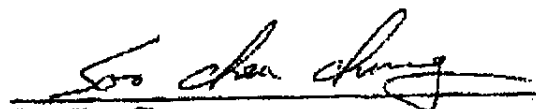
H99000022580

directors and affirmative vote in favor of the amendment by the majority of shareholders. However, above procedure may be excepted if all of the directors and all of the shareholders of the corporation eligible to vote sign a written statement manifesting their intention that an amendment to the articles of incorporation be adopted without ordinary process of meetings, then the amendment shall thereby adopted as though above procedures have been satisfied.

Article XII
BYLAWS

The board of directors shall have power to adopt, amend and repeal bylaws of the corporation. Bylaws shall provide, inter alia, number and manner of election of directors, quorum and notice requirement for the board meetings and shareholder's meetings.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 8th day of September, 1999.


Soo Chea Chung
Incorporator

H99000022580

H99000022580

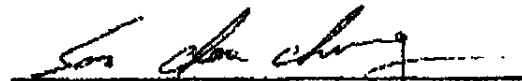
ACCEPTANCE OF THE APPOINTMENT OF
REGISTERED AGENT AND DECLARATION OF
REGISTERED OFFICE UPON WHICH
SERVICE OF PROCESS MAY BE SERVED

In compliance with Chapter 48.091 of the Florida Statutes, and having been named as a registered agent of SOO AND SON FOOD, INC. to accept service of process for the corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.

Registered office is located at :

200 N. State Road # 7
Hollywood, FL 33021

Signed by:


Soo Chea Chung
Registered Agent designee

Date:

September 8, 1999

99 SEP -9 AM 9:50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H99000022580