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LAW OFFICES
PAUL M. BLOOMGARDEN, P.A.
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8551 WEST SUNRISE BOULEVARD
FORT LAUDERDALE FLORIDA 33322

PAUL M. BLOOMGARDEN
ALSO MEMBER NEW YORK BAR

(954) 370-2222
FAX (954) 370-2211

September 22, 1999

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

FEDERAL EXPRESS

Re: SO CHEN LEE, INC.

400002985234-4
-09/23/99-01089-005
*****78.75 *****78.75

Gentlemen:


I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following:

Filing fee	\$ 35.00
Certified copy	\$ 8.75
Registered agent fee	<u>\$ 35.00</u>
Total	\$ 78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,



Fredda Fierro, Secretary to
Paul M. Bloomgarden

PMB:ff

Enc.

cc: Mr. Chen

ltr\99-1907

99 SEP 23 AM 9:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/27/99 T.B.

ARTICLES OF INCORPORATION
OF
SO CHEN LEE, INC.

FILED
99 SEP 23 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is SO CHEN LEE, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

A. To engage in the restaurant business.

B. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to

purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4470 N.W. 28 Way, Boca Raton, Florida 33434 and the name of the initial registered agent of this corporation at that address is So See Lee.

ARTICLE VII - INITIAL MAILING ADDRESS

The initial mailing address of this corporation is: 4470 N. W. 28 Way, Boca Raton, Florida 33434.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors 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. The names and addresses of the initial directors of this Corporation are:

So See Lee
4470 N.W. 28 Way
Boca Raton, FL 33434

and
Tony Chen
22613 Blue Fin Trail
Boca Raton, FL 33428

ARTICLE IX - INCORPORATOR

The names and addresses of the incorporators signing these Articles are:

So See Lee
4470 N.W. 28 Way
Boca Raton, FL 33434

and
Tony Chen
22613 Blue Fin Trail
Boca Raton, FL 33428

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

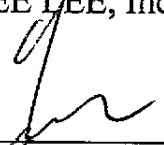
ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators executed these Articles of Incorporation this 22nd day of September, 1999.



SO SEE LEE, Incorporator



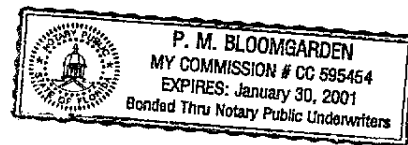
TONY CHEN, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 22nd day of September, 1999 by SO SEE LEE and TONY CHEN who are personally known to me or who have produced their Florida drivers licenses as identification and who did not take an oath.



Notary Public



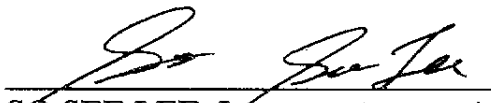
DESIGNATION OF REGISTERED AGENT

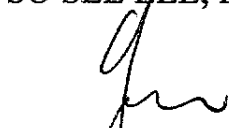
FOR

SO CHEN LEE, INC.

In compliance with Section 48.091, Florida Statutes, SO CHEN LEE, INC. desiring to organize and qualify under the laws of the State of Florida, hereby names So See Lee located at 4470 N. W. 28 Way, Boca Raton, Florida 33434 as its agent to accept service of process within Florida.

DATED: September 22, 1999


SO SEE LEE, Incorporator


TONY CHEN, Incorporator

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: September 22, 1999


SO SEE LEE, Registered Agent