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LAW OFFICES

PAUL M. BLOOMGARDEN, P.A.

SUITE 208

8551 WEST SUNRISE BOULEVARD

FORT LAUDERDALE FLORIDA 33322

PAUL M. BLOOMGARDEN
ALSO MEMBER NEW YORK BAR

(954) 370-2222

FAX (954) 370-2211

October 8, 1999

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

Re: Yangtze Dragon, Inc.

700003011797-5
-10/11/99-01118-014
*****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.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

YANGTZE DRAGON, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is YANGTZE DRAGON, 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 Pine Island Commons, Suite 208, 8551 West Sunrise Boulevard, Fort Lauderdale, Florida 33322 and the name of the initial registered agent of this corporation at that address is Paul M. Bloomgarden.

ARTICLE VII - INITIAL MAILING ADDRESS

The initial mailing address of this corporation is: 8551 W. Sunrise Boulevard, Suite 208, Ft. Lauderdale, FL 33322.

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 name and address of the initial directors of this Corporation are:

Pun-Yat Chan
10550 N. W. 31 Ct.
Sunrise, FL 33351

and

Jin-Fu Liu
10550 N.W. 31 Ct.
Sunrise, FL 33351

ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these Articles is Pun-Yat Chan, 10550 N.W. 31 Ct., Sunrise, FL 33351.

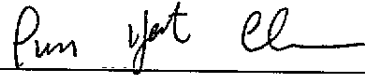
ARTICLE X - INDEMNIFICATION

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 Incorporator executed these Articles of Incorporation this 8th day of October, 1999.



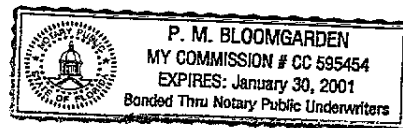
PUN-YAT CHAN, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 8th day of October, 1999 by PUN-YAT CHAN who is personally known to me or who has produced his New York drivers license as identification and who did take an oath.



Notary Public



FILED

DESIGNATION OF REGISTERED AGENT

99 OCT 11 PM 1:46


FOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

YANGTZE DRAGON, INC.

In compliance with Section 48.091, Florida Statutes, YANGTZE DRAGON, INC. desiring to organize and qualify under the laws of the State of Florida, hereby names Paul M. Bloomgarden located at Pine Island Commons, Suite 208, 8551 W. Sunrise Boulevard, Ft. Lauderdale, Florida 33322 as its agent to accept service of process within Florida.

DATED: October 8, 1999

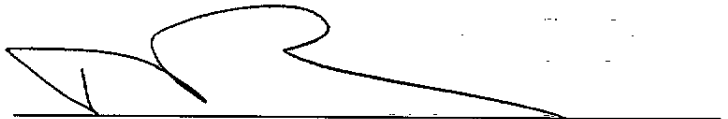


PUN-YAT CHAN, Incorporator

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: October 8, 1999



PAUL M. BLOOMGARDEN, Registered Agent