

0999000094437

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Jmc Foods, Inc.

800003025559-1
-10/26/99-01057-010
*****70.00 *****70.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 26 PM 5:50

RECEIVED
99 OCT 26 PM 2:49
CORPORATION SECRETARY
DIVISION OF CORPORATIONS
TALLAHASSEE FL 32302

Signature

Requested by

Name

Date

Time

Walk-In

Will Pick Up

J 10/26/99

EFFECTIVE DATE

11/01/99

**ARTICLES OF INCORPORATION
FOR
TMC FOODS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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WE, THE UNDERSIGNED, do hereby certify that they have associated themselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida. We are herein providing for the formation, rights, privileges and communities of a corporation for profit, and we further declare that the following Articles shall be the charter and authority for the conduct of business for said Corporation.

ARTICLE I

The name of the corporation shall be **TMC FOODS, INC.**, and its principle place of business shall be at 8397 Pines Blvd, Pembroke Pines, FL 33025 but shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted and which the Corporation is authorized to transact, in addition to any and all business authorized by the laws of the State of Florida and the United States and foreign jurisdictions shall be as follows:

- a) To own, operate, manage and control one or more Oriental grocery stores.
- b) To have all the powers of any and all corporations for profit organized under the laws of the State of Florida and the United States.

ARTICLE III

The capital stock of the Corporation shall be composed of two hundred fifty thousand (250,000) shares of stock with a par value of one dollar (\$1.00) per share. The initial shares issued shall be two hundred fifty (250). The capital stock shall be sold, assigned, issued and transferred only in accordance with the by-laws as the Corporation may from time to time make, change, alter, with a lien reserved in favor of the Corporation upon all of its capital for any indebtedness which may at any time be due by the holder of the same unto the Corporation and which shall be a lien thereon superior to all other liens and claims of every character and all assignments and transfers of stock of this corporation shall be subject thereto.

ARTICLE IV

The Corporation shall begin business with a paid capital of Two Hundred Fifty Thousand (\$250,000) Dollars, and the subscribers hereby agree to take the amount hereinafter set forth after their names.

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Siu Kau Wong	1255 SW 101 Ter, #10-307 Pembroke Pines, FL 33025	75
Mui Chi Yeung	1255 SW 101 Ter, #10-307 Pembroke Pines, FL 33025	75
Chi Wo Yeung	17170 NE 1 Ave, N. Miami Beach, FL 33162	50
Chi Wah Yeung	17170 NE 1 Ave, N. Miami Beach, FL 33162	50

ARTICLE V

The names and addresses of each Director, subject to the by-laws, who shall hold office until successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Siu Kau Wong	1255 SW 101 Ter, #10-307 Pembroke Pines, FL 33025	President
Chi Wo Yeung	17170 NE 1 Ave, N. Miami Beach, FL 33162	V. President
Mui Chi Yeung	1255 SW 101 Ter, #10-307 Pembroke Pines, FL 33025	Secretary
Chi Wah Yeung	17170 NE 1 Ave, N. Miami Beach, FL 33162	Treasurer

ARTICLE VI

The effective date of incorporation is to commence on November 1, 1999.

ARTICLE VII


The Corporation shall be governed by the shareholders and Directors.

ARTICLE VIII

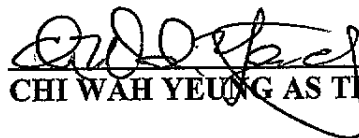
The Corporation shall in its discretion elect to file under Sub Chapter S each year and to qualify under Section 1244 of the IRS Code.

IN WITNESS WHEREOF, The President, Vice President, Secretary and Treasurer have signed these Articles of Incorporation in name and affixed their seals hereto.


SIU KAU WONG AS PRESIDENT


CHI WO YEUNG AS V. PRESIDENT


MUI CHI YEUNG AS SECRETARY


CHI WAH YEUNG AS TREASURER

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ARTICLE IX

The name and addresses of the incorporator to these Articles of Incorporation is MUI CHI YEUNG 1255 SW 101 TER., #10-307, PEMBROKE PINES, FL 33025.


Signature Incorporator

10/29/99
Date

ACCEPTANCE BY RESIDENT AGENT

COMES NOW, MUI CHI YEUNG and acknowledges and accepts his appointment as RESIDENT AGENT for TMC FOODS, INC., and agrees to comply in all respects with the Corporate laws of the State of Florida regarding the duties of Resident Agent. My Address is 1255 SW 101 TER., #10-307, PEMBROKE PINES, FL 33025.


MUI CHI YEUNG