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- 1.) Teda Travel Incorporated
(CORPORATE NAME & DOCUMENT #)
- 2.) _____
(CORPORATE NAME & DOCUMENT #)
- 3.) _____
(CORPORATE NAME & DOCUMENT #)
- 4.) _____
(CORPORATE NAME & DOCUMENT #)
- 5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

**ARTICLES OF RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF TEDA TRAVEL INCORPORATED**

Teda Travel Incorporated, pursuant to Sections 601.1001, 601.1003 and 601.1007 of the Florida Revised Statutes, adopts this Amended and Restated Articles of Incorporation. The following Amended and Restated Articles of Incorporation requires shareholder approval and was adopted in accordance with Sections 601.1007 and 601.1003 of the Florida Revised Statutes by unanimous consent of the Board of Directors pursuant to Section 607.0821 of the Florida Revised Statutes and by Consent of Majority Stockholders pursuant to Section 607.0704 of the Florida Revised Statutes as of February 5, 2004. The number of shares approving this Amended and Restated Articles of Incorporation was sufficient for approval.

The following Amended and Restated Articles of Incorporation amends the original Articles of Incorporation in its entirety, as follows:

**Article I
Name**

The name of the corporation is Teda Travel Incorporated.

**Article II
Mailing Address**

The principal office and mailing address of this Corporation is Teda Travel Incorporated Suite 2102 Chinachem Century Tower 178 Gloucester Road, Wanchai, Hong Kong. The Board of Directors may, from time to time, change the street and post office address of the Corporation as well as the location of its principal office.

**Article III
Purpose**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Chapter 607 of the Florida Revised Statutes.

**Article IV
Capital Stock**

This Corporation is authorized to issue two classes of stock to be designated, respectively, preferred stock ("Preferred Stock") and common stock ("Common Stock"). The total number of shares of capital stock that the Corporation is authorized to issue is 55,000,000. The total number of shares of Common Stock the Corporation shall have the authority to issue is 50,000,000, par value \$0.001 per share. The total number of shares of Preferred Stock that the Corporation shall have the authority to issue is 5,000,000, par value \$0.001 per share. The Corporation's capital stock may be sold from time to time for such consideration as may be fixed by the Board of Directors, provided that no consideration so fixed shall be less than par value.

The Board of Directors of the Corporation is expressly authorized, subject to limitations prescribed by law and the provisions of this Article IV, to provide for the issuance of the shares of Preferred Stock from time to time in one or more series, and by filing a certificate pursuant to the Florida law, to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications,

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limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such shares as may be permitted by Florida laws.

All stock of this Corporation, whether Common Stock or Preferred Stock, shall be issued only upon the receipt of the full consideration fixed for the issuance of such stock. Such stock, once issued, shall be fully paid and nonassessable.

No holder of shares of any class of this Corporation shall have (1) any preemptive right to subscribe for or acquire additional shares of this corporation of the same or any other class, whether such shares shall be hereby or hereafter authorized, or (2) any right to acquire any shares which may be held in the treasury of this corporation. All such additional or treasury shares may be issued or reissued for such consideration, at such time, and to such persons as the Board of Directors may from time to time determine.

Article V Term of Existence

This Corporation shall have perpetual existence commencing on November 30, 1999.

Article VI Board of Directors

The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one.

Article VII By-Laws

The Board of Directors of the Corporation is authorized and empowered from time to time in its discretion to make, alter, amend or repeal the By-laws of the Corporation, except as such power may be restricted or limited by Florida law.

Article VIII Indemnification

The Corporation shall indemnify, in the manner and to the fullest extent permitted by law, each person (or the estate of any such person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification provided for herein shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the director, officer, employee or agent is proper under the circumstances. The Corporation may, to the fullest extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability that may be asserted against such person. To the fullest extent permitted by law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, and, in the manner provided by law, any such expenses shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses to the fullest extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking

indemnification from the Corporation may be entitled under any agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Article IX
Not Governed by Control Share Law

The Corporation expressly elects not to be governed by §607.0902 of the Florida Business Corporation Act, as it may be amended from time to time, relating to control share acquisitions.

Article X
Amendment

This Corporation reserves the right to amend, alter, change, in any manner now or hereafter prescribed by statute, or by these Articles of Incorporation.

[Remainder of Page Intentionally Left Blank. Signature Page Follows.]

IN WITNESS WHEREOF, the Corporation has caused this Articles of Restatement to be executed on this
_5th day of February, 2004.

TEDA TRAVEL INCORPORATED

By: 

Name: Godfrey Chin Tong Hui

Title: Chief Executive Officer