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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

FORTUNE COOKIE (U.S.A.), INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

Fortune Cookie (U.S.A.), Inc.

These Articles are in compliance with Chapter 607, F.S.

ARTICLE I

The name of this corporation shall be: Fortune Cookie (U.S.A.), Inc.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 1701 Ponce De Leon Blvd., 3rd Floor, Coral Gables, FL 33134

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 5,000 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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H99000033308**ARTICLE VI**

The name and street address of the initial Registered Agent of this corporation shall be: Graham Cooke, 1701 Ponce De Leon Blvd., 3rd Floor, Coral Gables, FL 33134

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is(are):

P/V/P/S/T/D

Justin Cooke

1701 Ponce De Leon Blvd., 3rd Floor
Coral Gables, FL 33134**ARTICLE VIII**

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 28th day of DECEMBER, 1999.

Ray Stormont
Incorporator

Ray Stormont/President

Signing for

Empire Corporate Kit of America, Inc.**H99000033308**

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EMPIRE CORP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that Fortune Cookie (U.S.A.), Inc.

desiring to organize under the laws of the State of Florida

with its principal office, as indicated in the articles of incorporation has

named Graham Cooke


located at 1701 Ponce De Leon Blvd., 3rd Floor

City of Coral Gables County of Miami-Dade State of Florida,

as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Registered Agent

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