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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-08/07/98--01023--001
*****70.00 *****70.00

SUBJECT: American Ultimate Group, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mr. John Chang
(Name of Person)
American Ultimate Group, Inc.
(Firm/Company)
5518 Bandini Blvd.
(Address)
Bell, CA 90201
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

Mr. John Chang
(Name of Person)

(213) 263-2288
at ()
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Nia-You Chang

Address: 444 S. Garfield Ave. #C
Monterey Park, CA 91745

Vice Chairman: not applicable

Address: _____

Director: Yu-Wen Chang

Address: 444 S. Garfield Ave. #C
Monterey Park, CA 91745

Director: not applicable

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Nia-You Chang

Address: 444 S. Garfield Ave. #C
Monterey Park, CA 91745

Vice President: not applicable

Address: _____

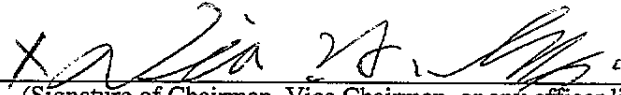
Secretary: Yu-Wen Chang

Address: 444 S. Garfield Ave. #C
Monterey Park, CA 91745

Treasurer: Nia-You Chang

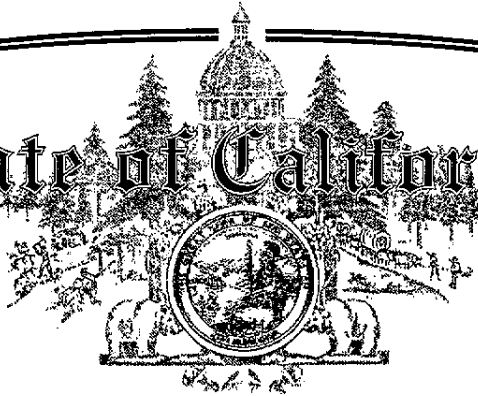
Address: 444 S. Garfield Ave. #C
Monterey Park, CA 91745

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Nia-You Chang, president
(Typed or printed name and capacity of person signing application)

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 4TH day of JUNE, 19 98,

AMERICAN ULTIMATE GROUP, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

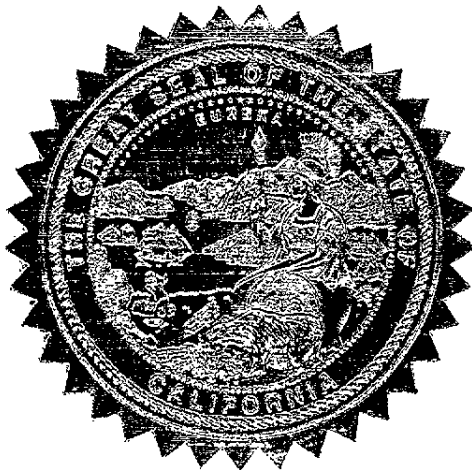
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

3RD OF AUGUST, 1998



Bill Jones

Secretary of State