

TRANSMITTAL LETTER

P97000006332

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Shougang Miami, Inc.
(Proposed corporate name - must include suffix)

100002060731--2
-01/16/97--01090--001
****122.50 ****122.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Runan Zhang
Name (Printed or typed)

2301 41st Street, NW, #303
Address

Washington, DC 20007
City, State & Zip

(202) 965-4348
Daytime Telephone number

FILED
97 JAN 16 PM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

FILED
97 JAN 16 PM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHOUGANG MIAMI, INC.

The undersigned, being natural persons of full age and acting as Incorporators for the purpose of organizing Shougang Miami, Inc. ("Corporation") pursuant to the Florida Business Corporation Act, Chapter 607.0202 do hereby state:

1. *NAME.*

The name of the Corporation is Shougang Miami, Inc.

2. *INITIAL REGISTERED OFFICE AND AGENT.*

The registered office of the Corporation in the State of Florida is 12810 S.W. 122 Avenue, Miami, Florida 33186. The registered agent at this address is Tiesheng Gao, a resident of State of Florida and an officer of the Corporation.

3. *DURATION.*

The Corporation shall have perpetual existence.

4. *PURPOSES.*

The purposes for which this Corporation is organized are:

- a. To conduct international trade and business with foreign countries; and
- b. To provide business information and consulting services concerning international business and carry on such other business and do all other things incidental thereto which are not forbidden by law or by these Articles of Incorporation.

5. **POWERS.**

The Corporation may exercise any powers, without limitation whatsoever, not prohibited by law or by these Articles of Incorporation. Such powers shall include, but not be limited to:

- a. Electing or appointing officers and agents of the Corporation and fixing their compensation;
- b. Entering into contracts, partnership agreements, joint ventures or other associations of any kind with any person(s) or legal entity(ies);
- c. Acting as an agent for any individual, association, cooperative, partnership, corporation, stock company, joint enterprise, state enterprise, government or other legal entity formed under U.S. or foreign law;
- d. Receiving, acquiring, holding, selling, disposing of, or exercising rights arising out of the possession of (or, if applicable, the ownership of) shares or other interests in, property of, or obligations of, individuals, associations, cooperatives partnerships, corporations, stock companies, joint enterprises, state enterprises, governments or other legal entities;
- e. Paying compensation, or paying additional compensation, to any or all directors, officers and employees on account of services previously rendered to the Corporation, whether or not an agreement to pay such compensation was made before such services were rendered;
- f. Receiving, acquiring, holding, pledging, transferring, or otherwise disposing of shares of the Corporation, provided such shares are only purchased, directly or indirectly, out of earned surplus; and
- g. Making loans, payments or donations or doing any other act not inconsistent with law that furthers the business and affairs of the Corporation.

6. **AUTHORIZED STOCK.**

The total number of shares which the Corporation is authorized to issue is 1,000 Common Stock, with par value of \$1.00.

7. *CONSIDERATION FOR SHARES.*

Stocks shall be issued for such consideration, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgement of the Directors as to the value of any property or services received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be considered to be fully paid and non-assessable.

8. *PRE-EMPTIVE RIGHTS.*

Except as may otherwise be provided for in these Articles of Incorporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation, of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

9. *STOCK RIGHTS AND OPTIONS.*

The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock, upon such terms and conditions as the Board of Directors may, by resolution, provide. In the absence of fraud, the judgement of the Directors as to the value of any property or services received in full or partial payment for any such rights, warrants or options shall be conclusive.

10. *SIZE OF THE BOARD.*

The number of directors shall be specified in the By-Laws of the Corporation, and such number may from time to time be increased or decreased in such manner prescribed by the By-Laws. Directors need not be shareholders.

11. *INITIAL DIRECTORS .*

The names and addresses of the initial directors are:

Tiesheng Gao, President
8225 S.W. 152nd Avenue, Miami, FL 33193

Xu Lei, Secretary
8225 S.W. 152 nd Avenue, Miami, FL 33193

Lizhong Zhang, Treasurer
8225 S.W. 152nd Avenue, Miami, FL 33193

12. **MANAGEMENT.**

For the management of business, and the conduct of the affairs of the Corporation, the Board of Directors shall have the power to do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the laws of the State of Florida, these Articles of Incorporation, and the By-Laws of the Corporation. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered:

- a. To make, amend, alter and repeal the By-Laws, subject to the power of the shareholders to alter or repeal the By-Laws made by the Board of Directors;
- b. To determine whether and what part of the earned surplus of the Corporation shall be paid in dividends to shareholders, and to direct and determine other use(s) and disposition(s) of any such earned surplus;
- c. To fix, from time to time, the amount of profits of the Corporation to be reserved as working capital or for any other lawful purpose(s);
- d. To establish and maintain a sinking fund or such other accounting reserves as it may deem necessary and proper for the operation of the Corporation;
- e. To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for employees, including officers and directors of the Corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participation;
- f. To designate, by resolution(s) passed by a majority of the whole Board, one or more committees, each consisting of two or more directors, which, to the extent permitted by law and the By-Laws of the Corporation, and authorized by resolution, shall have and may exercise the powers of the Board; and

- g. To provide reasonable compensation for its own members and to fix the terms and conditions upon which such compensation will be paid.

13. *PLACE OF MEETING AND CORPORATE RECORDS.*

Subject to the laws of the State of Florida, the shareholders and directors shall have the power to hold their meetings, and the directors shall have the power to maintain an office or offices and the books of the Corporation, at such place, in or outside the State of Florida, as may from time to time be determined in the Bylaws or by appropriate resolution.

14. *AMENDMENTS TO ARTICLES OF INCORPORATION.*

The provisions of these Articles of Incorporation may be amended, altered, or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Florida, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors, officer and shareholders are granted subject to this reservation.

15. INCORPORATOR

The names and addresses of incorporators are:

Tiesheng Gao
8225 S.W. 152nd Avenue, Miami, FL 33193

Xu Lei
8225 S.W. 152nd Avenue, Miami, FL 33193

Tiesheng Gao
Tiesheng Gao, Incorporator

Xu Lei
Xu Lei, Incorporator

Date: 1/2/97

**CERTIFICATE OF DESIGNATION OF
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.

1. The name of the corporation is Shougang Miami, Inc.

2. The name and address of the registered agent and office is:

Tiesheng Gao

(NAME)

12810 S.W. 122 Avenue

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Florida 33186

(CITY/STATE/ZIP)

FILED
JUN 19 PM 7:46
TALLAHASSEE, FLORIDA
SECRETARY OF 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.

Tiesheng Gao

(SIGNATURE)

1/13/97

(DATE)