

LAW OFFICES OF
RICHARD M. KNELLINGER, P. A.

RICHARD M. KNELLINGER
KENNETH W. THOMPSON, JR.
LEGAL ASSISTANT
SHEILA MARTIN
OFFICE MANAGER

BARNETT BANK BUILDING
SUITE 305
2815 NORTHWEST THIRTEENTH STREET
GAINESVILLE, FLORIDA 32609-2889
TELEPHONE (352) 373-3334
FACSIMILE (352) 376-1214

P97000104172

December 8, 1997

Attorneys' Title Insurance Fund, Inc.
Leon Branch
600 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

BY FEDERAL EXPRESS
No.: 189187637

Re: CHINA ELECTRONICS USA INC.

400002368804--3
-12/11/97--01001--013
***122.50 ***122.50

Dear Ladies and Gentlemen:

Enclosed are the following:

1. Articles of Incorporation;
2. Letter to Secretary of State;
3. Check in the amount of \$122.50 payable to Secretary of State; and
4. Check in the amount of \$10.00 payable to The Fund.

Please file the articles as soon as possible and return them to me through your Gainesville office.

Thank you for your kind consideration.

Sincerely,



Richard M. "Rick" Knellinger

RMK/ml

Enclosures 4

cc: Carol Franklin

12/10/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

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December 8, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: CHINA ELECTRONICS USA INC.

Dear Sir or Madam:

Enclosed are the following in connection with the above-referenced corporation:

1. Original executed Articles of Incorporation; and
2. Our check in the amount of \$122.50.

Please return the Certificate and a copy of the Articles to this office after filing.

Thank you for your consideration in this matter.

Sincerely,



Richard M. "Rick" Knellinger

RMK:sm

Enclosures 2

cc: Carol Franklin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CHINA ELECTRONICS USA INC.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I

The name of the Corporation is CHINA ELECTRONICS USA, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is seven thousand five hundred (7,500). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the corporation is: 4677 L. B. McLeod Road, Suite F, Orlando, Florida 32811 and the name of its initial registered agent at such address is: CAROL B. FRANKLIN.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is one (1).

The name and address of the person who is to serve as the sole member of the initial board of directors is: CAROL B. FRANKLIN, ⁶⁶⁷762~~7~~ Herricks Loop, Orlando, ⁷⁶²¹Florida 32835.

ARTICLE VII

The name and address of the incorporator is:

⁶⁶⁷ CAROL B. FRANKLIN
⁷⁶²¹ 762~~7~~ Herricks Loop
Orlando, Florida 32835

The address of the principal place of business is:

4677 L. B. McLeod Road, Suite F
Orlando, Florida 32811

Executed by the undersigned at Orlando, Florida this ___ day of December, 1997.

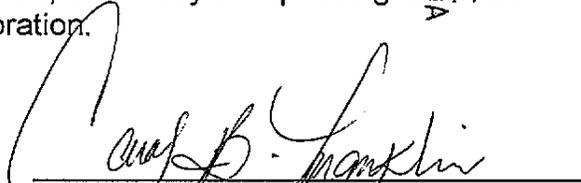


CAROL B. FRANKLIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE AS REGISTERED AGENT

I, CAROL B. FRANKLIN, the undersigned, do hereby accept designation as Registered Agent for the above-named corporation.



CAROL B. FRANKLIN