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FLORIDA DIVISION OF CORPORATIONS

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PHONE: (561) 686-3307

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(561) 686-5442

NAME: CLWS, INC.

AUDIT NUMBER.....H98000014109

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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JUL 31 1998

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**ARTICLES OF INCORPORATION
OF
CLWS, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

CLWS, INC.

ARTICLE II

ADDRESS

The mailing address of the corporation is:

9343 State Road 7
Boynton Beach, Florida 33437

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$.01 par value.

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Thomas J. Yeager, Esq. (FL Bar No. 073206)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33418
Phone: (561) 686-3307

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

10140 N.W. South River Drive
Medley, Florida 33178

The name of the initial registered agent of this Corporation at that address shall be:

Siu H. Wong

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Siu H. Wong	10140 N.W. South River Drive Medley, Florida 33178

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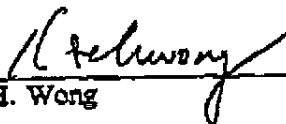
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ARTICLE VII
DIRECTORS

The name and address of the individuals who are to serve as the initial directors of this Corporation are:

<u>Name</u>	<u>Street Address</u>
Siu H. Wong	10140 NW South River Drive Medley, FL 33178
Carlos Rodolfo Sanchez Leon	11 Avemoda 20-20, Zona 1 Guatemala, C.A.
Gary Chu	1800 South Canal Street Chicago, IL 60616
Tony Lin	197 Lafayette Street New York, NY 10013

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 30th day of July, 1998.


_____, Incorporator
Siu H. Wong

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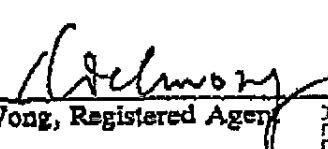
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**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, CLWS, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 10140 N.W. South River Drive, Medley, Florida 33178, has named Siu H. Wong located thereat as its registered agent to accept service of process within this State.

By: 
Siu H. Wong, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 
Siu H. Wong, Registered Agent

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