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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

NEWCOM USA, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

NewCom USA, Inc.

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the law of the State of Florida.

ARTICLE I - CORPORATE NAME & ADDRESS

The name of the corporation is NewCom USA, Inc., which is located at 3042 NW 72nd Avenue, Miami, Fl 33122.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue six hundred shares (600) of one Dollar(s) (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The name and street address of the Initial Registered Agent for this Corporation is:

Li-Ping Wang
8171 SW 203rd Street
Miami, Fl 33189

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names & addresses of the initial directors of the corporation are as follow:

Li-Ping Wang - 70%
8171 SW 203rd Street
Miami, Fl 33189

Peter Chang - 15%
13139 Ramona Blvd., #E
Irwindale, CA 91706


Peggy Sun - 15%
44808 Vista del Sol
Fremont, CA 94539

ARTICLE VII - INCORPORATORS

The name and address of the persons signing these articles of incorporation are as follow:

Li-Ping Wang
8171 SW 203rd Street
Miami, Fl 33189

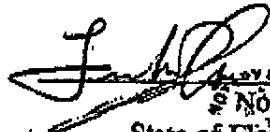
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of JAN, 1999.


Li-Ping Wang

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me by Li-Ping Wang on this 15th day of Jan, 1999.

My Commission Expires:


JIAN HUA ZHOU
Notary Public
State of Florida
COMMISSION # 0038822
EXPIRES JUN 26 2000
AT ANTO BONDING CO INC

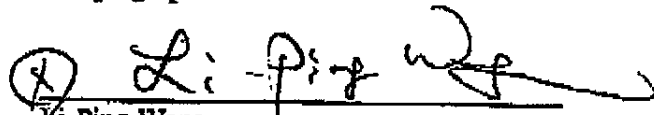
**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
NewCom USA, Inc.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with Said Act:

First -- The NewCom USA, Inc. desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation at 3042 NW 72nd Avenue, Miami, Fl 33122, has named Li-Ping Wang, located at 8171 SW 203rd Street, Miami, Fl 33189, as its agent to accept service of process within this State.

Having been named to accept services of process for the above state corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply the provisions of said Act relative to keeping open said office.


Li-Ping Wang
Registered Agent

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TALLAHASSEE, FLORIDA