

99000073606

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

USA China Herb, Incorporated

600002962846--2  
-08/18/99--01006--023  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

- Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**FILED**  
 09 AUG 18 PM 12:31  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
8-20-99

**T BROWN AUG 18 1999**

Signature \_\_\_\_\_

Requested by: CS      8/18      8:53  
Name                      Date                      Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

RECEIVED  
 09 AUG 18 AM 9:50  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

EFFECTIVE DATE

8-20-99

CERTIFICATE OF INCORPORATION  
OF  
USA CHINA HERB, INCORPORATED

FILED  
99 AUG 18 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation  
each a natural person competent to contract hereby associate  
themselves together to form a corporation under the laws of the  
State of Florida.

ARTICLE ONE

NAME

The name of this business corporation shall be:

USA CHINA HERB, INCORPORATED

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity or business  
permitted under the laws of the United States of America and the  
laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner  
dissolved in accordance with the laws of the State of Florida. The  
date on which Corporation existence shall begin is August 20, 1999  
upon acceptance by the Secretary of State.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as common stock.
- B. Authorized: The maximum number of shares of common stock that this corporation may issue is: 500 SHARES.
- C. Par Value: Each share of common stock shall have a par value of: One Dollar (\$ 1.00 ).
- D. Consideration: Shares of common stock may be issued in exchange for cash, real property, labor or services rendered in any combination of the foregoing. In the absence of fraud in the transaction the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Accessibility: Each share of common stock shall be issued in exchange for consideration which is at least equal to the par value thereof and shall be fully paid and non-accessible.
- F. Voting Rights: Each share of common stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Cumulative Voting: No holder of common stock shall be entitled to any right of cumulative voting.
- H. Dividends: Record holders of common stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I. Liquidation Rights: Holders of common stock are entitled in the event of liquidation or dissolution of this corporation to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts or obligations.

**ARTICLE FIVE**

**MINIMUM CAPITAL**

The amount of capital with which the corporation shall begin shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

**ARTICLE SIX**

**ADDRESS**

The initial Post Office address of the principal office of this corporation in the State of Florida is:

7971 S.W. 40<sup>th</sup> Street, Suite 15, Miami, Florida 33155

**ARTICLE SEVEN**

**NUMBER OF DIRECTORS**

This corporation shall at all times have at least TWO DIRECTORS. The stockholders of this corporation may from time to time and at any time increase or diminish the size of the Board of Directors of this corporation provided that the corporation shall at all times have a minimum of TWO DIRECTORS.

**ARTICLE EIGHT**

**FIRST BOARD OF DIRECTORS**

The name and post office addresses of the members of the first Board of Directors are:

**PRESIDENT:**     Zhong Hong

Address: 7971 S.W. 40<sup>th</sup> Street, Suite 15  
Miami, Florida 33155

**VICE PRESIDENT/SECRETARY:**     Xiaolin Tan

Address: 8025 S.W. 99<sup>th</sup> Street  
Miami, Florida 33156

**ARTICLE NINE**

**SUBSCRIBER'S ADDRESS**

The Post Office address of the subscribers of these Articles of Incorporation, the number of stock they agree to take and the value of the consideration thereof are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>NO. OF STOCKS</u></b>
Zhong Hong	7971 S.W. 40 <sup>th</sup> Street, Suite 15 Miami, Florida 33155	250
Xiaolin Tan	8025 S.W. 99 <sup>th</sup> Street Miami, Florida 33156	250

**ARTICLE TEN**

**AMENDMENT**

This Certificate of Incorporation may be amended in any manner consistent with the Laws of the State of Florida.

**ARTICLE ELEVEN**

**RESIDENT AGENT**

The Resident Agent of this Corporation is:

NAME: Xiaolin Tan

ADDRESS: 8025 S.W.99th Street, Miami, Florida 33156

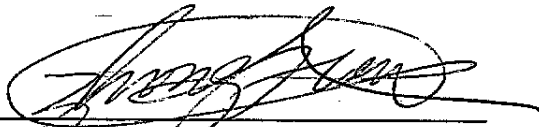
This Corporation may change its Resident Agent and its principal office at any time.

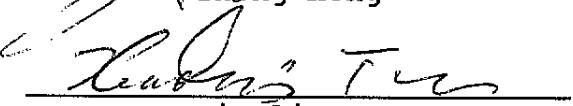
STATE OF FLORIDA )

COUNTY OF DADE )

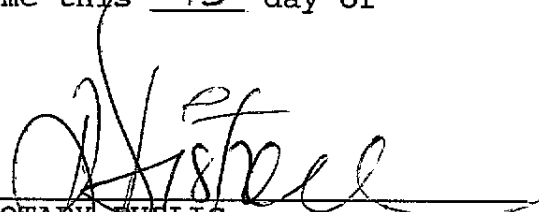
BEFORE ME, the undersigned authority, personally appeared, Zhong Hong and Xiaolin Tan, who produced Florida Driver's Licenses for identification and who executed the foregoing Certificate of Incorporation and who acknowledged before me that the same was executed for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 13<sup>th</sup> day of August, 1999.

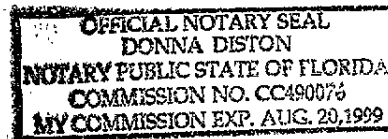
  
\_\_\_\_\_  
Zhong Hong

  
\_\_\_\_\_  
Xiaolin Tan

SWORN TO AND SUBSCRIBED before me this 13<sup>th</sup> day of August 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires:



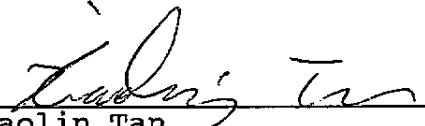
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
99 AUG 18 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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 USA CHINA HERB, INCORPORATED.
2. The name and street address of the registered agent and office is Xiaolin Tan, 8025 S.W. 99<sup>th</sup> Street. Miami, Florida 33156.

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.

  
\_\_\_\_\_  
Xiaolin Tan