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To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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LIMITED LIABILITY COMPANY

MAX-CELL U.S.A., LLC

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DIVISION OF CORPORATION

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STATE OF FLORIDA
TALLAHASSEE

**ARTICLES OF ORGANIZATION
OF
MAX-CELL U.S.A., LLC**

a Florida limited liability company

1. The name of this limited liability company is **MAX-CELL U.S.A., LLC** (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

This Company shall have all of the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

18999 Biscayne Blvd, Suite 205
Aventura, Fl 33180

4. The name and address of the initial members are:

Yun Qing Gao
6824 NW 77 Court
Miami, Fl 33166

Yu Ting Gao
6824 NW 77 Court
Miami, Fl 33166

Nan Jun Lu
6824 NW 77 Court
Miami, Fl 33166

Prepared by: Joseph Y. Leung, CPA, 18999 Biscayne Blvd, Suite 205, Aventura, Fl 33180 (305)933-9515

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5. The name and address of the registered agent of the Company is:

Yun Qing Gao
6824 NW 77 Court
Miami, FL 33166

6. The Company shall only admit additional members with the unanimous written consent of the Company's Members.
7. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from time to time. Accordingly, the members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.
8. The Company is to be managed by one or more managers. The name and address of the initial manager is as follows:

Yun Qing Gao
6824 NW 77 Court
Miami, FL 33166

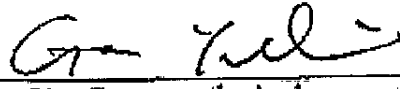
9. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's members.
10. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or her legal representative may be made a party or may be threatened to be made a party, by reason of her being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which she may be lawfully granted.

H02000185592 1

IN WITNESS WHEREOF, the undersigned member of MAX-CELL U.S.A., LLC, has executed these Articles of Organization this 23 day of August, 2002.

MEMBER:

MAX-CELL (U.S.A.), LLC.


Yun Qing Gao, as authorized representative

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for MAX-CELL U.S.A., LLC, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.


Yun Qing Gao, Registered Agent

H02000185592 1