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LAW OFFICES OF TONY PORNPRINYA

050205-0383

NO. 403

001

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

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LIMITED LIABILITY COMPANY

Deer City USA LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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2004 JUL 12 PM 12:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA**ARTICLES OF ORGANIZATION****OF****Deer City USA LLC**
A Florida Limited Liability Company

I, Xiaoping Chen, the undersigned, as organizer of this limited liability company, pursuant to the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization for this limited liability company.

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is Deer City USA LLC.

ARTICLE II - DURATION

The period of duration of this limited liability company shall be Perpetual from the date of the issuance of a Certificate of Organization by the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the limited liability company is 10800 Biscayne Blvd Suite 988, Miami, FL 33161

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and Florida street address of the limited liability company's registered agent is Xiaoping Chen, and the street address is 10800 Biscayne Blvd Suite 988, Miami, FL 33161

ARTICLE V - MANAGEMENT BY MANAGER(S)

The limited liability company is to be managed by one or more managers and is therefore a Manager-Managed company.

The names of the initial Managers and their addresses are:

Xiaoping Chen
10800 Biscayne Blvd, Suite 988
Miami, FL 33161

Zhongwu Hu
10800 Biscayne Blvd Suite 988
Miami, FL 33161

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ARTICLE VI - MEMBER(S)

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The limited liability company shall have at least one member. The limited liability company may admit additional members in accordance with the provisions of the operating agreement of the company.


The initial members are:

Xiaoping Chen
10800 Biscayne Blvd. suite 988
Miami FL 33161

Zhongwu Hu
10800 Biscayne Blvd. Suite 988
Miami FL 33161

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member pursuant to the provisions of the operating agreement shall terminate this limited liability company, unless the remaining members shall agree pursuant to the provisions of the operating agreement to continue the business of the company, in which event, this company shall not so terminate.

In Witness Whereof, the undersigned organizer has executed these Articles of Organization on this 12th day of July, 2004.


Xiaoping Chen


Zhongwu Hu

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CLERK OF COURTS
MIAMI, FLORIDA

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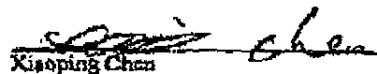
**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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TALLAHASSEE, FLORIDA

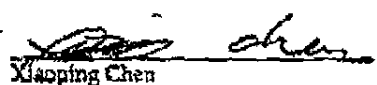
IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

First, that Deer City USA LLC, a Florida limited liability company, desiring to organize or
qualify under the laws of the State of Florida, with its principal place of business located in the City
of Hialeah, County of Miami-Dade, State of Florida, has named Xiaoping Chen, 10800 Biscayne Blvd
Suite 988, Miami, FL 33161
as its agent to accept service of process within Florida.


Xiaoping Chen

Having been named to accept service of process for the above-stated limited liability
company, at the place designated in this certificate, I hereby agree to act in this capacity. I
further agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties, and I am familiar with and accept the obligation of my position as
registered agent of this limited liability company.

Dated this 12th day of July, 2004.


Xiaoping Chen