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FLORIDA NON-PROFIT CORPORATION

AMERICAN SHANGHAINSE ASSOCIATION, INC.

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B. McKnight MAY 17 2001

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TALLAHASSEE, FLORIDA

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**ARTICLE OF INCORPORATION
OF
AMERICAN SHANGHAISE ASSOCIATION, INC.**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statute, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be AMERICAN SHANGHAISE ASSOCIATION, INC.

ARTICLE II

The Principal place of business and the mailing address of this corporation shall be 5260 SW 4th COURT, PLANTATION, FL 33317

ARTICLE III

The specific purposes for which the corporation is organized are:

a. Said corporation is organized for pleasure, recreation, and other similar nonprofit able purposes, including promoting friendship among members, providing a site for members to involve in various areas of science, economics, and culture, and promoting Scientific, economic, and cultural exchanges between the United States and China, under Section 501 (c) (7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United states Internal Revenue law).

b. Generally, consistent with the provisions of section 617.0301 of the Florida Statute, to engage in any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of this state for which corporations may be formed under sections 617.01011 - 617.306, inclusive, of the Florida Statute.

ARTICLE IV

The names and addresses of the persons who are the initial directors of the corporation are as follows:

FRANCIS E.L. YEN	5260 SW 4 th COURT, PLANTATION, FL 33317
JOHANNA CHU YEN	5260 SW 4 th COURT, PLANTATION, FL 33317
JIN GEN XU	502 NW 87 LANE, CORAL SPRINGS, FL 33071
HINPO CHENG	1200 NE MIAMI GARDENS DR. #901, N.M. BEACH, FL33179
YAN CHENG	1200 NE MIAMI GARDENS DR. #901, N.M. BEACH, FL33179
LOUIS CHENG	500 W. CYPRESS CREEK RD., #490, FT. LAUDERDALE, FL 33309

ARTICLE V

The method of election of directors will be stated in the corporate bylaws.

ARTICLE VI

Prepared by:

Linfeng Zhou, Esq., 3109 Stirling Road, Suite 101, Ft. Lauderdale, FL 33312, (954) 983-6176, FL Bar#: 0033420

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The street and mailing address of the initial office an registered agent of the corporation is: 3260 SW 4th COURT, PLANTATION, FL 33317 and the name of the initial registered agent of this corporation at the address is FRANCIS E.L. YEN

ARTICLE VII

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statute: there is no limitation to the corporate power.

ARTICLE VIII

The name and the street address of the incorporator for these articles of incorporation is Linfeng Zhou at 3019 Stirling Road, suite 101, Ft. Lauderdale, FL 33312

IN WITNESS WHEREOF, we have hereto subscribe our names this 16 day of May, 2001



Linfeng Zhou, incorporator

Prepared by:
Linfeng Zhou, Esq., 3109 Stirling Road, Suite 101, Ft. Lauderdale, FL 33312, (954) 983-6176, FL Bar#: 0033420

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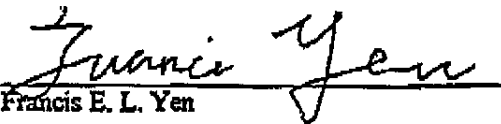
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 or 617.0501, Florida Statutes, the following is submitted:

AMERICAN SHANGHAI-NESE ASSOCIATION, INC., a corporation being organized under the laws of the State of Florida, with its principal place of business at 5260 SW 4th COURT, PLANTATION, FL 33317 has named FRANCIS E.L. YEN as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for AMERICAN SHANGHAI-NESE ASSOCIATION, INC. at the place designated in this certificate, I hereby agree to act in such capacity and I further agree to comply with the provisions of said Act with respect to keeping such office open.


Francis E. L. Yen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:
Linfeng Zhou, Esq., 3109 Stirling Road, Suite 101, Ft. Lauderdale, FL 33312, (954) 983-6176, FL Bar#: 0033420

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