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TRANSMITTAL LETTER

FILED

Date: AUGUST 6, 2002

02 AUG -8 PM 2:36

Florida Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****87.50 *****87.50

Dear Sir or Madam,

SUBJECT: OVERSEA CULTURE EXCHANGE EDUCATION FUNDATION, INC

Enclosed an original and one (1) copy of the articles of non-profit incorporation and a check for \$87.50

FROM: CHRISTINE CHEW
539 N. MILLS AVE
ORLANDO, FL 32803
PHONE: (407)-894-7259
FAX: (407)-898-4936

Enclosure Original and One Copy of Articles

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

Of

OVERSEA CULTURE EXCHANGE EDUCATION FUNDATION, INC

The undersigned incorporator(s), for the purpose of forming a not for corporation under the Florida Business Corporation Act in compliance with Chapter 617, F.S., hereby adopt(s) the following Articles of Incorporation.

Article I - Name

The name of the corporation shall be:

OVERSEA CULTURE EXCHANGE EDUCATION FUNDATION, INC

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be:

539 N. MILLS AVE.
ORLANDO, FL 32803

Article III - Purpose

The purpose for which the corporation is organized is:

1. The promotion of cultural heritages,
2. The dissemination of educational information among members.

This Corporation is organized and operated exclusively for education purposes within the meaning of section 501(C) of the Internal Revenue Code. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence of legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated to education purposes and no part of the net income or assets of this corporation shall ever insure to benefit of any director, officer or member or the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for education purposes, and which has established its tax exempt status under Section 501(C)(3) of the Internal Revenue Code.

Article IV – Manner of Election

The manner in which the directors are elected or appointed is:

By election of the members stated in the By Laws.

Article V – Initial Directors/Officers

The names and addresses of the officers are as follows:

CHRISTINE CHEW (PRESIDENT)
539 N. MILLS AVE
ORLANDO, FL 32803

HONGZONG CHEW (DIRECTOR)
539 N. MILLS AVE
ORLANDO, FL 32803

CHUN YUAN CHUANG (DIRECTOR)
4 -1 FLOOR, 161 SHIN TAI UU RD, SEC 1
HIS JR, TAPEI COUNTY,
TAIWAN, R.O.C.

Article VI – Initial Registered Agent and Street Address

The name and street address of the registered agent to these Articles of Incorporation is:

CHRISTINE CHEW
539 N. MILLS AVE
ORLANDO, FL 32803

Article VII - Incorporator

The name and address of the incorporator is:

CHRISTINE CHEW
539 N. MILLS AVE
ORLANDO, FL 32803

The undersigned incorporator has executed these Articles of Incorporation on AUGUST 6, 2002


Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

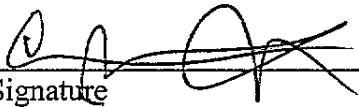
*Certificate of Designation of
Registered Agent/Registered Office*

PURSUANT TO THE PROVISIONS OF SECTION 617.0202, FLORIDA STATUTES, THE UNDERSIGNED 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 : OVERSEA CULTURE EXCHANGE EDUCATION FUNDATION, INC
2. The name and address of the registered agent and office is:

CHRISTINE CHEW
539 N. MILLS AVE
ORLANDO, FL 32803

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.


Signature

8/1/02
DATE