

N96000001106

2/19/96

Requester's Name
Randall L. Sidlosca
Address
1101 Brickell Ave. #1801
Miami FL 33131
City State ZIP Phone
539-1144B

VALIDATION ONLY

FILED
06 FEB 29 PM 12:17
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

300001721253
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****122.50 ****122.50

SINO-AMERICAN Relation Forum Publishing, Inc.

EMPIRE Toll Free: 1-800-432-3028

PROCESSED
06 FEB 22 AM 9:33
DIVISION OF CORPORATIONS

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reservation	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Walk In	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> Mail Out
<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up	

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

F. CHESSEH FEB 29 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 22, 1996

EMPIRE

TALL, FL 32301

SUBJECT: SINO-AMERICAN RELATION FOYUM PUBLISHING, INC.
Ref. Number: W96000004045

We have received your document for SINO-AMERICAN RELATION FOYUM PUBLISHING, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 396A00007795

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96 FEB 29 2410:38
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF
SINO-AMERICAN RELATION FOYUM PUBLISHING, INC.

The undersigned, desiring to form a charitable corporation under the Florida Not for Profit Corporation Act, does hereby certify:

FIRST: The name of the Corporation shall be a SINO-AMERICAN RELATION FOYUM PUBLISHING, INC. (hereinafter the "Corporation").

SECOND: The initial registered office of the Corporation is 502 N.W. 87th Lane, Coral Springs, Florida 33071 and its incorporator and initial registered agent at that address is Jingon Xu.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational or religious purposes by conducting or supporting activities for the benefit of disabled children, young people and elders. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No Director or officer, however, shall be entitled to compensation for services rendered.

FIFTH: It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SIXTH: The Directors shall be such persons who from time to time meet the qualifications provided in this Article SIXTH. There shall initially be four (4) Directors. Each Director shall be entitled to one vote upon any matter properly submitted to the Directors for their vote. All of the Directors shall be termed the "Federation Directors." These Directors shall be elected according to the proceedings set forth in the Bylaws. The initial Federation Directors and their respective addresses are:

Ji Li Qian

502 N.W. 87 Lane
Coral Springs, FL 33071

Jingen Xu

502 N.W. 87 Lane
Coral Springs, FL 33071

Lili Zhang

502 N.W. 87 Lane
Coral Springs, FL 33071

Y.W. Chen

502 N.W. 87 Lane
Coral Springs, FL 33071

Any Federation Director may, at any time, be removed with or without cause by the Board of Directors of the Federation. A vacancy among the Federation Directors may be filled temporarily, by the remaining Federation Directors, and permanently by the Board of Directors of the Federation.

A vacancy among the Non-Federation Directors shall be filled in a timely manner by votes of majority of the remaining Directors.

The number of Directors may be decreased, or increased to not more than 15, from time to time by a majority vote, and Non-Federation Directors may be elected from time to time; provided, however, that the number of Federation Directors shall always be at least one more than the number of Non-Federation Directors.

SEVENTH: The affirmative vote of two-thirds of the Directors shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of substantially all the assets of the Corporation; or

- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation or adoption of new Articles of Incorporation or Bylaws.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

EIGHTH: Except as provided in Article SEVENTH the affirmative vote of a majority of the Directors shall be required for the authorization or taking of any action by the Directors.

NINTH: There will not be any members of the Corporation.

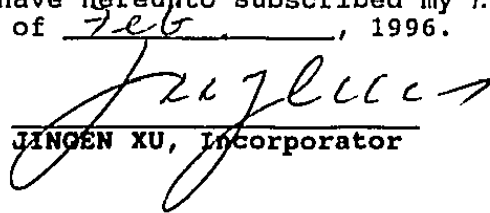
TENTH: The address of the corporation's initial principal office and also its registered office is:

502 N.W. 87th Lane
Coral Springs, Florida 33071

The name of the corporation's initial Registered Agent at such and address is:

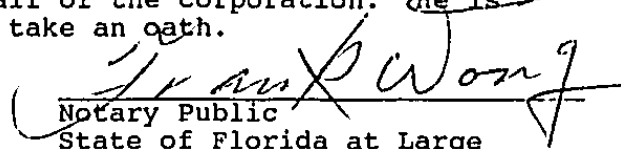
Jingen Xu

IN WITNESS WHEREOF, I have hereunto subscribed my name at Miami, Florida, this 20th day of Feb, 1996.


JINGEN XU, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

20th The foregoing instrument was acknowledged before me this 20th day of Feb, 1996 by JINGEN XU as incorporator of SINO-AMERICAN RELATION FOYUM PUBLISHING, INC., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me and did take an oath.

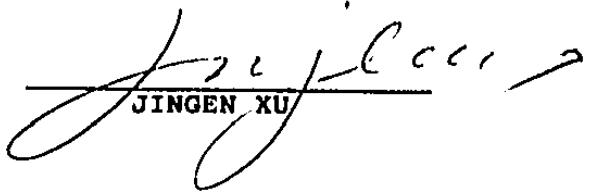

Notary Public
State of Florida at Large
Print: FRANK WONG

My Commission Expires:



ACCEPTANCE OF APPOINTMENT
OF REGISTERED AGENT

The undersigned accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


JINGEN XU

FILED
96 FEB 29 PM 12:17
TALLAHASSEE, FLORIDA