

PL0000041241

LAW OFFICES OF XIAO BING XU

ATTORNEYS & COUNSELORS AT LAW
5705 HANSEL AVENUE - ORLANDO - FLORIDA 32809
VOICE (407)851-1000 FAX (407)851-1007

April 18, 2000

DIRECTOR
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200003219022--3
-04/21/00--01106--001
****122.50 *****78.75

RE: JIANG HUA (U.S.) INC.

Dear Sir or Madam:

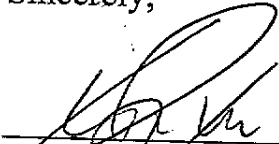
I am enclosing herewith the original and one (1) copy of the Articles of Incorporation for the referenced corporation together with the original Resident Agent Form for filing.

Also enclosed is my check no: #1735 in the amount of \$122.50 to cover the cost of:

- | | |
|--|---------|
| 1. Filing fees | \$35.00 |
| 2. Designation of Registered Agent | \$35.00 |
| 3. Certified Copy of Articles of Incorporation | \$52.50 |

Please return the certified copy of the Articles to this office. Thank you for your cooperation in this matter.

Sincerely,


XIAO BING XU

FILED
00 APR 21 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXB/jz
enclosures

CB
4-25-00
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**ARTICLES OF INCORPORATION
OF
JIANG HUA (U.S.) INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

FILED
00 APR 21 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be JIANG HUA (U.S.) INC. The address of the principal office of this corporation shall be 5705 Hansel Avenue, Orlando, FL 32809, and the mailing address of the corporation shall be the same.

ARTICLE II: NATURE OF BUSINESS AND PURPOSE

This corporation may engage in or transact any and all lawful business or activities permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is One Hundred (100) having \$0.50 par value per share, all of which shall be common shares.

ARTICLE IV: DURATION

The term of existence of this corporation is perpetual.

ARTICLE V: REGISTERED AGENT

The street address of the initial registered office of this corporation is at 5705 Hansel Avenue, Orlando, FL 32809 and the name of the initial registered agent at such address is XIAO BING XU.

ARTICLE VI: DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation and its by laws. The names and addresses of the Initial Board of Directors are as follows:

NAME

ADDRESS

JIAN YANG

5705 Hansel Avenue, Orlando, FL 32809

SHUQUAN YANG

5705 Hansel Avenue, Orlando, FL 32809

HUI YANG

5705 Hansel Avenue, Orlando, FL 32809

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Xiao Bing Xu

5705 Hansel Avenue, Orlando, FL 32809

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this April 14, 2000.



XIAO BING XU, Incorporator

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
JIANG HUA (U.S.) INC.

Xiao Bing Xu, as sole incorporator, for value received hereby assigns any and all rights it may have as such incorporator to the following:

JIAN YANG
SHU QUAN YANG
HUI YANG

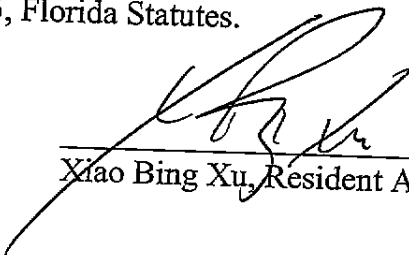
Dated: April 18, 2000.



XIAO BING XU

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated as the registered agent in the above and foregoing Articles of Incorporation of the above named corporation, HEREBY AGREES, as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law, and otherwise accepts the obligations of the position of the registered agent under §607.0505, Florida Statutes.


Xiao Bing Xu, Resident Agent

FILED
00 APR 21 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA