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ACCOUNT NO. : 072100000032

REFERENCE : 737045 7152087

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 20, 2000

ORDER TIME : 9:42 AM

ORDER NO. : 737045-005

CUSTOMER NO: 7152087

CUSTOMER: Donald H. Wilson, Jr., Esq
BOSWELL & DUNLAP, LLP
245 South Central Avenue
Bartow, FL 33830

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DOMESTIC FILING

NAME: BNBM OF AMERICA, INC.

EFFECTIVE DATE:

XX CERTIFICATE OF DOMESTICATION
XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (OF BOTH FILINGS)
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 20 PM 1:01

RECEIVED
00 JUN 20 AM 10:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DOMESTICATION

00 JUN 20 PM 1:01

**STATE OF FLORIDA
DEPARTMENT OF STATE**

The undersigned, **Yu Xian Feng, President of BNBM of America, Ltd., an Oregon Corporation**, in accordance with Florida Statutes, Section 607.1801, does hereby certify:

1. The date on which corporation was first formed by filing with the Oregon Secretary of State was February 22, 2000.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Oregon.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was **BNBM of America, Ltd., an Oregon corporation**.
4. The name of the corporation as set forth in its articles of incorporation to be filed pursuant to Section 607.0401 and 607.0202 with this certificate is **BNBM of America, Inc., a Florida corporation**.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Oregon.

I am President of this corporation, am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 19th day of June, 2000.

Witnesses:

Annette J. Marsh
Donna H. Bess

Yu Xian Feng
Yu Xian Feng, President

ARTICLES OF INCORPORATION

OF

BNBM OF AMERICA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 20 PM 1:01

The undersigned hereby declares his intention to form and become a body corporate under the laws of the State of Florida, and under the following Certificate of Incorporation, which she does hereby make, subscribe to and acknowledge to be filed in the office of the Secretary of State of the State of Florida.

ARTICLE I

The name of this corporation shall be: **BNBM of America, Inc.**

ARTICLE II

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the objects and purposes herein set forth, it is expressly provided that this corporation shall have the power to transact any and all lawful business permitted by corporations under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of 500 shares of common stock with a nominal or par value of \$100.00 per share. Said common stock may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event no such designation is specifically made by the Board of Directors, said stock shall

be deemed voting.

The whole or any part of the authorized capital stock may be paid for in cash, property or services, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$50,000.00.

ARTICLE V

The period of existence of this corporation shall be perpetual, or until dissolved according to law.

ARTICLE VI

The address of the principal office and mailing address of the corporation is P.O. Box 172356, Tampa, Florida 33672-0356. The initial registered agent for this corporation shall be Donald H. Wilson, Jr. and the street address of the initial registered office shall be at 245 South Central Avenue, Bartow, Florida 33830.

ARTICLE VII

The name and post office address of the original subscribers to these Articles of Incorporation and the members of the first Board of Directors of this corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of

Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have been qualified is as follows:

Yu Xian Feng

P.O. Box 172356

Tampa, FL 33672-0356

ARTICLE VIII

The private property of the stockholders shall not be subject to payment of corporate debts to any extent.

ARTICLE IX

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

To make, alter, amend and rescind the By-Laws of this corporation, to fix the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens, without limit as to amount upon the property and franchises of this corporation.

With the consent in writing and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have authority to dispose of, in any manner, the whole property of this corporation.

The stockholders and directors shall have the power to hold their meeting and keep the books, documents, and papers of the corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

If the By-Laws so provide, to designate one or more of their number to constitute an executive committee, which shall for the time being, as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

The directors of this corporation shall have the power to establish and maintain, in addition to the principal office in Florida, one or more offices at such places as they may from time to time designate.

This corporation may under its By-Laws confer powers additional to the foregoing upon the directors, in addition to the powers and authority expressly conferred on them by law.

It is the intention that the objects, purposes and powers specified in Article II hereof shall, except when otherwise specified in said Article, be in no ways limited or restricted by reference to or inference from the terms of any other clause or article in these Articles of Incorporation, but that the objects, purposes and powers specified in Article II hereof, and in each of the clauses or paragraphs specified in Article II hereof, and in each of the clauses or paragraphs of this charter, shall be regarded as independent objects, purposes and powers.

The undersigned being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation in pursuance of the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true and respectively agree

to take the number of shares of stock subscribed by us as hereinbefore set forth at a price of \$100.00 per share. I have accordingly hereunto set my hand and seal this 19th day of June, 2000.

Witnesses:

Beverly J. Dunaway

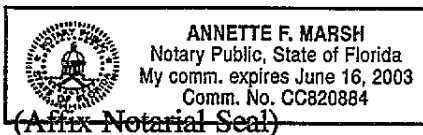
Yu Xian Feng
Yu Xian Feng

Annette F. Marsh

STATE OF FLORIDA
COUNTY OF POLK

I CERTIFY that this day before me, an officer duly authorized to take acknowledgments, personally appeared Yu Xian Feng, who executed the foregoing Articles of Incorporation, who is personally known to me or who produced passport as identification, and who did not take an oath.

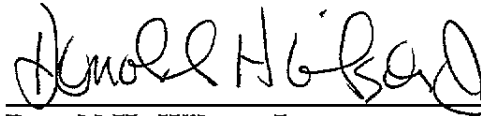
WITNESS my hand and official seal in the County and State named above on the 19th day of June, 2000.



Annette F. Marsh
Notary Public - State of Florida at Large

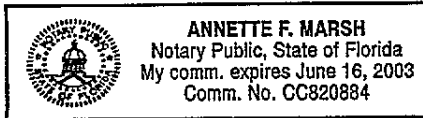
ACCEPTANCE

I, Donald H. Wilson, Jr., hereby accept designation as resident agent and registered agent
of **BNBM of America, Inc.**



Donald H. Wilson, Jr.

SWORN TO AND SUBSCRIBED before me on this 19th day of June, 2000.



(Affix Notarial Seal)



Notary Public - State of Florida at Large

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 20 PM 1:01