

LAW OFFICES OF
MILLER & WU, P.L.
2114 HILLCREST STREET, SUITE A
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VIA USPS EXPRESS MAIL EJ111633664US

Department of State
Registration Section
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

December 4, 2000

RE: Incorporation of CHEN'S GOLF, INC.

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-12/05/00--01119--002
*****78.75 *****78.75

Dear Sir or Madam:

At the request of our client, Mr. Jonas Chen, we are sending you the following documents to initiate the process of incorporation of CHEN'S GOLF, INC.

1. an original and one (1) copy of Article of Incorporation of CHEN'S GOLF INC., and Certificate of Designation of Registered Agent/Registered Office,
2. a Transmittal Letter, and
3. a check in the amount of \$78.75.

After your process, please kindly forward a certified copy to our above listed address. If you have any question or concerns about this matter, please do not hesitate to call us at (407)898-1800.

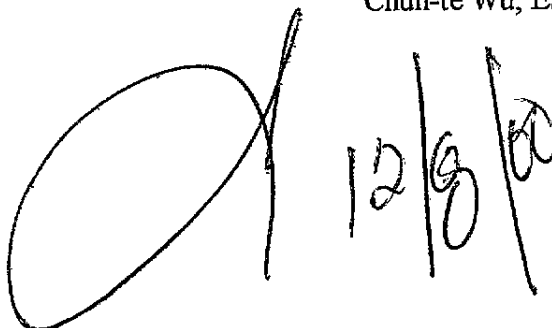
Thank you, in advance, for your cooperation and attention to this matter.

Sincerely,



Chun-te Wu, Esq. (Mark)

cc. client



FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA
PM 1:19

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHEN'S GOLF, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I
NAME

The name of the corporation ("Corporation") is "CHEN'S GOLF, INC."

ARTICLE II
BUSINESS AND ACTIVITIES

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The number of stock which may be issued by the corporation is one hundred (100) shares, all of which shall be common stock, at \$0.10 par value. All common stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. No shareholder shall transfer, alienate, or in any way dispose of any share of the corporation unless such share shall have been offered to sale to the corporation.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V
ADDRESS

The initial street address of the principal office of the Corporation in the State of Florida is 2114 Hillcrest Street , Suite A, Orlando, FL 32803. The Board of Directors may from time to time to move the principal office to any other address in the State of Florida.

ARTICLE VI
DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be increased or diminished from time to time by virtue of By-laws adopted by the shareholders but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTORS

The name and post office address of the first Board of Director, who subject to the provisions of the Articles of Incorporation, the By-laws of the corporation, and the laws of State of Florida, shall hold office during the first year of corporation's existence, or until its successors are elected or appointed and have qualified, is as follows:

DIRECTOR
JONAS CHEN

ADDRESS
2114 Hillcrest Street, Suite A
Orlando, FL 32803

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 2114 Hillcrest Street, Suite A, Orlando, Florida 32803 and the name of the initial Registered Agent of this corporation at that address is JONAS CHEN.

ARTICLE IX
AMENDMENT TO ARTICLES

This Articles of Incorporation may be amended in the manner provided by law; every amendment shall be approved by the Board of Directors proposed by them to the shareholders and

approved at a shareholders meeting by majority of the share entitled to vote thereon unless all the directors and the shareholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI INCORPORATOR

The name and address of the incorporator to these Article of Incorporation are:


NAME

JONAS CHEN

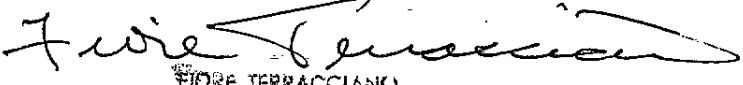
ADDRESSES

2114 Hillcrest Street, Suite A
Orlando, FL 32803

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of December, 2000.



JONAS CHEN, Incorporator


FIORE TERRACCIANO
Notary Public, State of New York
No. 60-395450
Qualified in Westchester County
Term Expires August 31, 2001

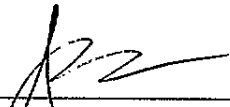
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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: CHEN'S GOLF, INC.
2. The name and address of the registered agent and office is:

JONAS CHEN
2114 Hillcrest Street, Suite A
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.



JONAS CHEN, Registered Agent

Date: 12-2-2000

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00 DEC -5 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA