Charter Number Only

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CORPORATION(S) NAME

Economic. Profit) NonProfit) Amendment () Merger) Foreign () Dissolution () Mark) Limited Partnership) Annual Report () Other) Reinstatement) Reservation) Change of Registered Agent Certified Copy () Photo Copies () Certificate Under Seal Çall When Ready) Call if Problem () After 4:30 Walk In () Will Wait L Pick Up () Mail Out Name جب Availability Document Examiner Updater Verifier Acknowledgment

CR2E031 (R8-85)

W.P. Verifier

ARTICLES OF INCORPORATION

OF

Guangzhou Foreign Economic Development (USA) Corporation

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE 1 - NAME

The name of this corporation is Guangzhou Foreign Economic Development (USA) Corporation.

ARTICLE 2 - DURATION

This corporation shall have perpetual existence.

ARTICLE 3 - PURPOSE

This corporation is organized for the purpose of engaging in the field of accounting under the laws of the United States or of the State, more specifically set out as follows:

- 1. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with an auxiliary foregoing business.
- 2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of "no par value" common stock which shall be designated_"Common Voting Stock".

ARTICLE 5 - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as that which he already hold, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 6 - INITIAL REGISTERED OFFICE and AGENT

The street address of the initial registered office of this corporation is 4009 Bahia Isle Circle, Wellington, FL 33467, and the name of the initial registered agent is George C. Hwa. The principal place of business is 2000 Ave. P, Suite 10, West Palm Beach FL 33404.

ARTICLE 7 - INITIAL BOARD OF DIRECTORS

This corporation shall have (1) Directors consisting the initial Board of Directors. The name & address of the Board of Directors shall consist of the following:

<u>Name</u>

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Address

George C. Hwa

4009 Bahia Isle Circle Wellington, FL 33467

ARTICLE 8 - INCORPORATORS

The name and address of the persons signing these Articles of Incorporation is George C. Hwa of 4009 Bahia Isle Circle, Wellington, FL 33467.

ARTICLE 9 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors, and the Shareholders.

ARTICLE 10 - INDEMNIFICATION

This corporation shall indemnify an officer or director or a former officer or director to the fullest extent permitted by law.

ARTICLE 11 - POWERS

This corporation shall have all the powers enumerated in the Florida General Corporation Act.

ARTICLE 12 - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

In WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 574 day of ______, 2001.

George C. Hwa 4009 Bahia Isle Circle

4009 Bania Iske Circ. Wellington FL 33467

ACCEPTANCE BY REGISTERED AGENT

Guangzhou Foreign Economic Development (USA) Corporation

Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office.

By: George C. Hwa

