

PO1000071779

Chao Ying Ma
152 N. E. 167th Street, #201
N. Miami Beach, Fl. 33162

Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

July 16, 2001

Dear Sir:

Enclosed please find the following items for the incorporation of
Austin Powers Network, Inc..

400004486034--0
-07/19/01--01050--018
122.50 **

1. Articles of Incorporation
2. Acceptance of registered agent.

3. Check payable to the Department of State of Florida in the
amount of \$122.50 which covers \$35.00 filing fee, \$35.00 registered
agent fee and \$52.50 for certified copies.

78.75

Should you have any questions, please let me know.

Yours truly,



Chao Ying Ma

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK JUL 20 2001

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**ARTICLES OF INCORPORATION
OF
Austin Powers Network, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida

ARTICLE I. NAME

The name of the corporation shall be: **Austin Powers Network, Inc.**

The principal place of business shall be 152 N.E. 167th Street, Suite 201, N. Miami Beach, Florida 33162

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with no par value.

Each share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The corporation may issue one or more series of stock within any class with such voting powers and with such designation, preferences and relative participation, optional or other special rights, and qualifications, limitations or restric-

tions as may be provided by resolutions adopted by the Board of Directors.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 152 N.E. 167th Street, N. Miami Beach, Florida 33162. The registered agent of the corporation at that address is Anthony Chang.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTOR

This corporation shall have two (2) directors initially, the name and street address of the initial directors are:

Chao Ying Ma, 3769 SW 27th Avenue
Coral Gables, Fl. 33134

Anthony Chang, 11133 N.W. 2nd Court
Coral Springs, Florida 33071

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Chao Ying Ma, 3769 SW 27th Avenue
Coral Gables, Fl. 33134

ARTICLE VIII. COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence on the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 16th day
of July, 2001.



Chao Ying Ma
Incorporator

STATE OF FLORIDA
COUNTY OF Broward

The foregoing instrument was acknowledged before me
this 16th day of July, 2001, by

Judith Lyn Pierce.



Judith Lyn Pierce
MY COMMISSION # CC860594 EXPIRES
August 3, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public

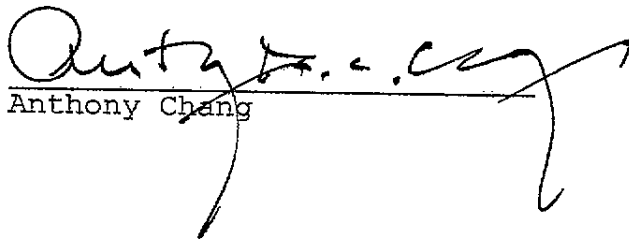
My commission expires: Aug 3, 2003

ACCEPTANCE BY REGISTERED AGENT

Austin Powers Network, Inc.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligation of Section 607.0505, Florida Statutes.

Dated: July 16, 2001


Anthony Chang

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA