

DICK LEE & ASSOCIATES, P.A.
Attorneys at Law

Coconut Grove Bank Building
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Coconut Grove, Florida 33133
Telephone: (305) 859-8886
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March 21, 2002

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-03/22/02--01070--004
*****78.75 *****78.75

Re: CHINA-AMERICA INTERNATIONAL CONSULTING GROUP, INC.

Dear Sir/Madam:

Enclosed for filing are the original and a copy of the Articles of Incorporation of the above-captioned corporation. Also enclosed is a check in the amount of \$78.75, payable to the Florida Secretary of State, to cover the required filing fees and certified copy.

Please return a certified copy of the Articles to the undersigned attorney in the enclosed self-addressed envelope.

Very truly yours,


Dick R. Lee, Esquire

Enclosures

FILED
02 MAR 22 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
CHINA-AMERICA INTERNATIONAL CONSULTING GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is CHINA-AMERICA INTERNATIONAL CONSULTING GROUP, INC. The mailing address is: 2701 S. Bayshore Dr., Suite 605, Coconut Grove, Florida 33133.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence. The Corporation shall commence existence on the date of the filing of these Articles of Incorporation by the Office of the Secretary of State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 2701 S. Bayshore Dr., Coconut Grove, Florida, 33133 and the

initial registered agent of this Corporation at such office shall be Dick R. Lee, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than 15. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Mr. Yong Shen	2701 S. Bayshore Dr., #605 Coconut Grove, FL 33133
Dick R. Lee	2701 S. Bayshore Dr., #605 Coconut Grove, FL 33133

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Dick R. Lee	2701 S. Bayshore Dr., #605 Coconut Grove, FL 33133


Incorporator

FILED

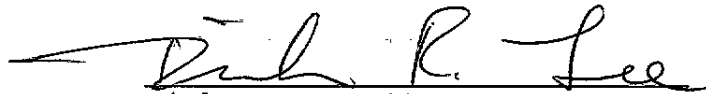
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CHINA-AMERICA INTERNATIONAL CONSULTING GROUP, INC. at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: March 21, 2002.



Dick R. Lee
Registered Agent

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