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TRANSMITTAL LETTER

02 APR 22 PM 4:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.50 *****78.50

Subject: ZHAO AND CHENG, INC.

Enclosed is an original and one (1) copy of the articles of
incorporation and a check for: \$78.50
(WITH STAMPED ARTICLES AND CERTIFICATION OF THE STATE)

FROM: JOHN J. HSIUNG

7005, Shenandoah Court,

Tampa, Florida 33615

Telephone : 813-882-3561.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ZHAO AND CHENG, INC.

The undersigned subscribers to the Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is ZHAO AND CHENG, INC.

ARTICLE II - CORPORATE OFFICE

The office and principal place of business shall be located at 1444 BELCHER ROAD SOUTH, CLEARWATER, FL. 34624. County of PINELLAS.

ARTICLE III - NATURE OF BUSINESS

A

The purpose of the business is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

B

To hold, lease, purchase and convey real and personal property and to mortgage or lease the same with its franchises and to own and operate rental real estate such as apartments, business offices or stores.

C

To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge deed of trust, or by any other lawful means.

D

For the acquisition of property, business rights or franchises, or for additional working capital, or for any other object on or about its businesses or affairs, and without limit to the amount, to incur debt, and to raise, borrow and secure payment of money in any lawful manner, including the issue and sale or other dispositions of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

E

To buy, sell, own, or otherwise dispose of its own stock or stock in any other firm, company or corporation and to vote the same as if owned by an individual.

F

To do and perform any other acts or things to exercise any and all powers which a partnership or natural person could do or exercise and which are now or thereafter may be authorized by law; generally to make and perform contracts of any kind and description for the purpose of attaining any of the objects of the corporation; and generally to do and perform any of the things necessary or incidental to the performing or carrying out of the powers herein above specifically delegated or implied and which specifically conferred by law permitted.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 1000 shares of common stock having a par value of \$1.00.

ARTICLE V - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1444 BELCHER ROAD, S. CLEARWATER, FL. 34624 and its initial registered agent at such address is ZHEN HE CHENG. The mailing address will be the same.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of director of the corporation are two. The number of directors may change from time to time by the By-Laws adopted by the stockholders but shall never be less than one. The names and addresses of the persons who are to serve as a member of the initial board of directors are :

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ZHEN HE CHENG	PRESIDENT	1444 BELCHER ROAD S. CLEARWATER, FL. 34624
ZHAO YIN TIN	V. PRESIDENT	1444 BELCHER ROAD S. CLEARWATER, FL. 34624

VIII - INCORPORATORS

The name and address of incorporator of these Articles of Incorporation are:

NAME

ADDRESS

ZHEN HE CHENG PRESIDENT 1444 BELCHER ROAD S. CLEARWATER, FL. 34624

ZHAO YIN TIN V. PRESIDENT 1444 BELCHER ROAD S. CLEARWATER, FL. 34624

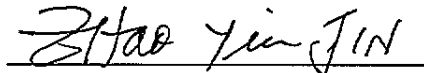
ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meeting by a majority of the stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS THEREOF, We have hereunto set our hands and seal, acknowledged and filed the following Articles of Incorporation under the laws of the State of Florida this 19TH day of APRIL, 2002



ZHEN HE CHENG
PRESIDENT



ZHAO YIN JIN
VICE PRESIDENT

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE AGENT UPON WHOM PROCESS MAY BE SERVED

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SECRET
TALLAHASSEE, FLORIDA

In Pursuance of Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said act:

ZHAO AND CHENG, INC., having been organized under the laws of the
State of Florida, with its principal office as indicated in the Articles of
Incorporation, in the City of CLEARWATER, County of PINELLAS, State of
Florida, and has ZHEN HE CHENG with offices at 1444 BELCHER ROAD, S.
CLEARWATER, FL. 34624 as its agent to accept service of process within the
state.

Having been named to accept Service of Process for the above named
corporation, at the place designated in this certificate, I hereby accept and
agree to act in said capacity, and agree to comply with the provisions of said
act relative to keeping office open.

Zhen He Cheng

ZHEN HE CHENG, REGISTERED AGENT