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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

ZHENG ENTERTAINMENT INTERNATIONAL, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

ZHENG ENTERTAINMENT INTERNATIONAL, INC.

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), 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 (hereinafter called the "Corporation") is

ZHENG ENTERTAINMENT INTERNATIONAL, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

3300 North Port Royale Drive
Suite 320
Fort Lauderdale, FL 33308

Prepared by:
Steven Garellek, Esq.
Adorno & Yoss, P.A.
700 S. Federal Hwy., Suite 200
Boca Raton, Florida 33432
Fla. Bar No. 0962480
Tel. (561) 391-3344

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ARTICLE III
CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 300 shares, all of which shall be Common Stock, no par value. All shares of 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.

ARTICLE IV
REGISTERED OFFICE AND AGENT

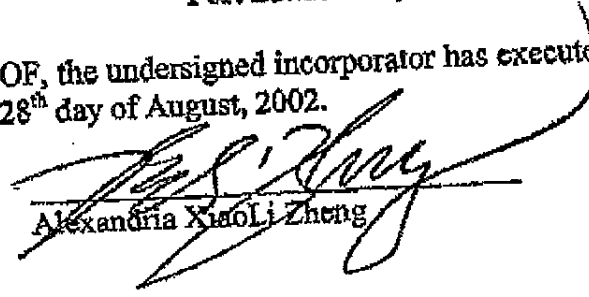
The initial street address of the Corporation's initial registered office shall be 3300 North Port Royale Drive, Suite 320, Fort Lauderdale, FL 33308. The initial registered agent for the Corporation at that address shall be Alexandria XiaoLi Zheng.

ARTICLE V
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Alexandria XiaoLi Zheng	3300 North Port Royale Drive Suite 320 Fort Lauderdale, Florida 33308

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of August, 2002.


Alexandria XiaoLi Zheng

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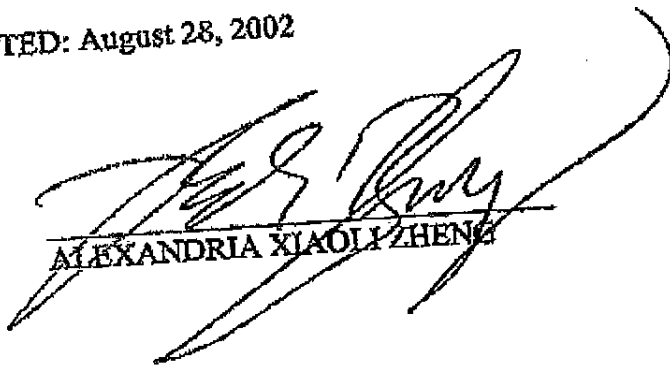
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for ZHENG ENTERTAINMENT INTERNATIONAL, INC., at the place designated in the Articles of Incorporation, 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.

DATED: August 28, 2002


ALEXANDRIA XIAOLI ZHENG

#02000188360