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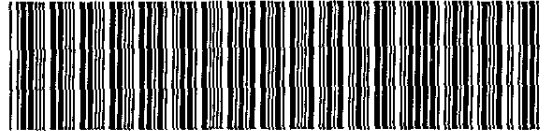
(Business Entity Name)

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03 APR 11 AM 8:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**DEFABIO AND FENN, P.A.**

ATTORNEYS AT LAW  
SUITE 430  
2121 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134  
TELEPHONE: (305) 448-7200  
FAX: (305) 444-0913  
e-mail: defenn@bellsouth.net

GEORGE J. DEFABIO  
LEONARD P. FENN

April 9, 2003

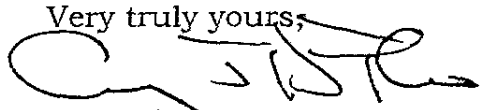
Secretary of State  
Division of Incorporation  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: SONGHAI INTERNATIONAL, INC.

Dear Sir or Madam:

Please be advised that this office represents the aforementioned corporation in this matter. Enclosed please find two original Articles of Incorporation for SONGHAI INTERNATIONAL, INC. and our check in the amount of \$122.50. We have also attached a self-addressed stamped envelope for return of same.

Very truly yours,



GEORGE J. DEFABIO, ESQ.

GJD/yg

**ARTICLES OF INCORPORATION**

**OF**

**SONGHAI INTERNATIONAL, INC.**

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation shall be SONGHAI INTERNATIONAL,

**ARTICLE II**

**DURATION**

This corporation is to have perpetual existence.

**ARTICLE III**

**NATURE OF BUSINESS**

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

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to issue Five Hundred (500) shares of all one class at one (\$1.00) Dollar each par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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03 APR 11 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V**

### **CORPORATE ADDRESS**

The initial street address in the State of Florida of the principal office of this corporation is as follows:

2121 Ponce De Leon Boulevard  
Suite 430  
Coral Gables, FL 33134

## **ARTICLE VI**

### **INITIAL REGISTERED AGENT**

The initial Registered Agent of this corporation is as follows:

GEORGE J. DeFABIO, ESQ.  
2121 Ponce de Leon Boulevard  
Suite 430  
Coral Gables, Florida 33134

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have three Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of By-Laws of the corporation in the manner provided by law, but shall never be less than one.

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Hashim F. Gibrill	1261 N.W. 195 Street Miami, FL 33169
Sallu Dumbuya	11104 N.W. 38 Pl Sunrise, FL 33351
George J. DeFabio	2121 Ponce De Leon Blvd. #430 Coral Gables, FL 33134

**ARTICLE VIII**

**INCORPORATORS**

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

**NAME**

**ADDRESS**

GEORGE J. DeFABIO, ESQ.

2121 Ponce De Leon Blvd.  
Coral Gables, FL 33134

**ARTICLE IX**

**AMENDMENT OF BY-LAWS**

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

**ARTICLE X**

**INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI**

**INFORMAL ACTION OF DIRECTORS**

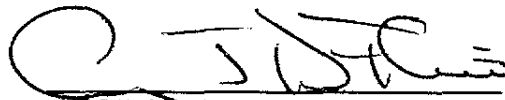
If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII**

**AMENDMENT OF ARTICLES**


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

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

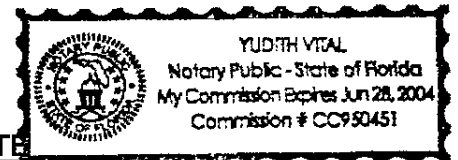
  
GEORGE J. DeFABIO, ESQ.

STATE OF FLORIDA       )  
                                      )ss  
COUNTY OF DADE       )

**I HEREBY CERTIFY** that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared GEORGE J. DeFABIO, ESQ. before me and known to be the person described in and who executed the foregoing Articles of Incorporation, as the incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

 WITNESS my hand and seal this 4th day of April, 2003.  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



**REGISTERED AGENT CERTIFICATE**

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

FIRST - That SONGHAI INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of

of Miami, County of Dade, State of Florida, has named GEORGE J. DeFABIO, ESQ. located at 2121 Ponce de Leon Boulevard, Suite 430, Coral Gables, Florida, as its Registered Agent to accept service of process.

**ACKNOWLEDGEMENT**

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

BY:

GEORGE J. DeFABIO, ESQ.

STATE OF FLORIDA )

)ss

COUNTY OF DADE)

**I HEREBY CERTIFY** that on this day before me, a Notary Public and duly authorized in the State and County above named to take acknowledgements, personally appeared GEORGE J. DeFABIO, ESQ. to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 9th day of April, 2003.

  
PUBLIC NOTARY

My Commission Expires:

