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TALLAHASSEE, FLORIDA

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Charter Number Only

VALIDATION ONLY

JUNE 3, 2003.

Phillip GUO, C.P.A.

Requestor's Name

3111 Stirling Road.

Address

FT. LAUDERDALE, FL 33312

City

State

ZIP

Phone

(954) 965-5052.

CORPORATION(S) NAME

Joes International Group Co.(USA)



Profit

() NonProfit

() Amendment

() Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent



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() Photo Copies

() Certificate Under Seal

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ATA
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**ARTICLES OF INCORPORATION
OF
JOES INTERNATIONAL GROUP CO. (USA)**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

JOES INTERNATIONAL GROUP CO. (USA)

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 3389 Sheridan Street, #497, Hollywood, FL 33021.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is Three Million (3,000,000) shares of common stock, par value \$1.00 per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

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TALLAHASSEE FLORIDA

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Philip Guo, 3389 Sheridan Street, #497, Hollywood, FL 33021.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially.

ARTICLE VIII
INITIAL DIRECTORS

The names and address of the initial Directors of this Corporation are:

Weiping Hang, 3389 Sheridan Street, #497, Hollywood, FL 33021

Hong Huang, 3389 Sheridan Street, #497, Hollywood, FL 33021

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their/his successor(s) are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INITIAL OFFICERS

The names and address of the initial Officers of this Corporation are:

President: Weiping Hang, 3389 Sheridan Street, #497, Hollywood, FL 33021

General Manager: Hong Huang, 3389 Sheridan Street, #497, Hollywood, FL 33021

The persons named as initial Officers shall hold office for the first year of existence of this Corporation, or until their/his successor(s) are elected or appointed and have qualified, whichever occurs first.

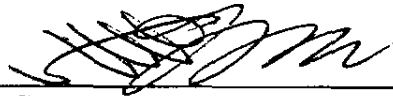
ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Philip Guo, 3389 Sheridan Street, #497, Hollywood, FL 33021.

ARTICLE XI
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on June 3, 2003.



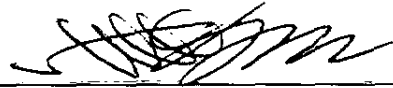
Philip Guo

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

JOES INTERNATIONAL GROUP CO. (USA), a corporation existing under the laws of the State of Florida with its principal office and mailing address at, 3389 Sheridan Street, #497, Hollywood, FL 33021, has named Philip Guo, 3389 Sheridan Street, #497, Hollywood, FL 33021 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

A handwritten signature in black ink, appearing to read 'Philip Guo', is written over a horizontal line.

Philip Guo