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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

panda america group, inc

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PANDA AMERICA GROUP, INC.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation pursuant to Section 607.0202 of the Florida Statutes.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

PANDA AMERICA GROUP, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

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 III
CAPITAL STOCK

A. The total authorized capital stock of this corporation is ONE THOUSAND (1,000) shares of Common Stock, par value \$1.00 per share.

B. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street and mailing address of the principal office of this corporation in the State of Florida is: 3250 N.W. 77th CT #201, Miami, FL 33122, directors may from time to time move the principal office to another address in Florida.

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Prepared by:

Jian-dong Hong, Esq., 3107 Stirling Road, Suite 106, Ft. Lauderdale, FL 33312, (954) 983-6176, FL Bar #: 0483532

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ARTICLE VI
NUMBER OF DIRECTORS

This corporation shall have not less than one (1) director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the initial member(s) of the Board of Directors are:

Xue Feng Chen
3250 N.W. 77th CT #201, Miami, FL 33122

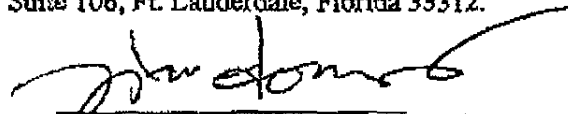
ARTICLE VIII
OFFICERS OF THE CORPORATION

The name and address of the officers of the corporation are:

Xue Feng Chen, President
3250 N.W. 77th CT #201, Miami, FL 33122

ARTICLE IX
INCORPORATOR

The name and street address of the Incorporator of the Articles of Incorporation is: Jian-dong Hong, 3107 Stirling Road, Suite 106, Ft. Lauderdale, Florida 33312.


Jian-dong Hong, Incorporator

ARTICLE X
INITIAL OFFICE AND REGISTERED AGENT

The street and mailing address of the initial office an registered agent of the corporation is: 3250 N.W. 77th CT #201, Miami, FL 33122, and the name of the initial registered agent of this corporation at the address is Xue Feng Chen.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd
day of August, 2003.

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

In compliance with Section 607.0501 or 617.0501, Florida Statutes, the following
is submitted:

PANDA AMERICA GROUP, INC., a corporation being organized under the laws of the
State of Florida, with its principal place of business at 3250 N.W. 77th CT #201, Miami,
FL 33122, has named Xue Feng Chen as its agent to accept service of process within the
State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for PANDA AMERICA
GROUP, INC., at the place designated in this certificate, I hereby agree to act in such
capacity and I further agree to comply with the provisions of said Act with respect to
keeping such office open.


Xue Feng Chen

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