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DIVISION OF CORPORATION

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VALIDATION ONLY

10/02/03

Becker & Poliakoff

Requestor's Name

3111 Stirling Road

Address

Ft. Lauderdale, FL 33312

City

State

ZIP

Phone

CORPORATION(S) NAME

The Orff Music Educational Exchange  
Center of USA, Inc.

☒ 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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W.P. Verifier

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**ARTICLES OF INCORPORATION  
OF  
THE ORFF MUSIC EDUCATIONAL EXCHANGE CENTER OF USA, INC.**

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:

**THE ORFF MUSIC EDUCATIONAL EXCHANGE CENTER OF USA, INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 6712 Winder Lynne Lane, Orlando, FL 32819.

**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 Five Hundred Thousand (500,000.00) shares of common stock, par value \$1.00 per share.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 OCT -3 PM 12:02

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 Jeff Wu, 6712 Winder Lynne Lane, Orlando, FL 32819.

ARTICLE VII  
BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially.

ARTICLE VIII  
INITIAL DIRECTORS

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

Jeff Wu, 6712 Winder Lynne Lane, Orlando, FL 32819

Lihua Han, 6712 Winder Lynne Lane, Orlando, FL 32819

Philip Rosen, 6712 Winder Lynne Lane, Orlando, FL 32819

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: Jeff Wu, 6712 Winder Lynne Lane, Orlando, FL 32819

Vice President: Lihua Han, 6712 Winder Lynne Lane, Orlando, FL 32819

Secretary: Philip Rosen, 6712 Winder Lynne Lane, Orlando, FL 32819

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 Jeff Wu, 6712 Winder Lynne Lane, Orlando, FL 32819.

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 September 17, 2003.

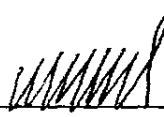
\_\_\_\_\_  
Jeff Wu

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS

**THE ORFF MUSIC EDUCATIONAL EXCHANGE CENTER OF USA, INC.**, a corporation existing under the laws of the State of Florida with its principal office and mailing address at, 6712 Winder Lynne Lane, Orlando, FL 32819, has named Jeff Wu, 6712 Winder Lynne Lane, Orlando, FL 32819 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.

  
\_\_\_\_\_  
Jeff Wu

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