

DRAFT version of Corporation.

Federal Department of State

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NOTARIAL PROOF (COOPERATION DEPLA).**MARSHAL MORTGAGE ENTERPRISES, INC.**

Certificate of Seal :	00
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FILED 08/05/2003

08/05/2003 AM 9:45 AM

U.S. DISTRICT COURT
FLORIDA
TAMPA DIVISION

ARTICLE 10. INCORPORATION

(0)

ARTICLE 11. NAME

The name of the Corporation is AVA VINDICATING ENTERPRISES INC., (hereinafter, "Corporation").

ARTICLE 12. PURPOSE OF CORPORATION

This Corporation shall engage in any activity and business permitted under the laws of the United States and the State of Florida.

ARTICLE 13. PRINCIPAL OFFICE

The address of the principal office of this Corporation is 807 SE Ashburn Road, Lakeland, Florida 33846-3771 and its mailing address is the same.

ARTICLE 14. INCORPORATOR

The names and addresses of the incorporators of this Corporation are:

President:
1840 Southwest 121 Street, Miami, FL 33173
Telephone #333-1161

ARTICLE 15. OFFICES

The offices of this Corporation shall be:

President:	1840 Southwest 121 Street, Miami, FL 33173
Secretary:	1840 Southwest 121 Street, Miami, FL 33173
Treasurer:	1840 Southwest 121 Street, Miami, FL 33173

Whose addresses shall be the same as the principal office of this Corporation.

SPRINGFIELD, MASSACHUSETTS

www.shermanlawyer.com

1840 SW 121st Street, Miami, FL 33173 (305) 533-45000 (305) 533-3900 (305) 537-7000
Mailing Address: P.O. Box 3145, Ft Lauderdale, FL 33301-3145

NAME OF THE COMPANY
PAN NUMBER

MOTION TO APPROVE DISPOSITIONS

"The Director(s) of the Corporation shall do:

Manager to take the following action:

whose address shall be as follows: the principal office of the Corporation.

MOTION TO APPROVE CAPITALIZATION

7.1.1. That maximum number of shares authorized by the Corporation is increased to 40,000,000 shares of common stock, each share having a par value of KRW 1000 (₩1,000).

7.1.2. All dividends paid to common stock shall be paid in cash or in kind or in property received by the holder in exchange for shares held or entitled to receive dividends, subject to such restrictions as may be imposed by law or by the articles of incorporation.

7.1.3. All dividends payable on shares of common stock, upon the dissolution of the Corporation, shall be paid in kind or in cash as the Board of Directors may determine.

7.1.4. Notwithstanding that the company has the right to preempt other rights to subscribe to or purchase any additional shares of any class, or any other or convertible securities having a similar nature provided, however, that if the Board(s) may, in authorizing, the issuance of shares of stock of any class, confer any preemptive right that the Board(s) need not honor, due to lack of connection with such issuance.

7.1.5. That the Board of Directors will the Corporation may make the issuance of shares of common stock to any person or persons, whether or not the same are authorized, or be entitled to receive shares of stock of any class, upon the following conditions and subject to such restrictions and limitations, if any, as may be established by the by-laws of the Corporation.

7.1.6. That the Board of Directors may issue stock of any class or classes, or reclassify any class or classes, or revalue its stock, if the same is determined by the Board(s) to be in the best interest of the corporation (rights, privileges, restrictions, limitations, and qualifications, qualifications, and conditions relating to the stock).

SPECIAL & OTHER POWERS

LAW NUMBER: 38558737308

www.sec.or.kr

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ARTICLE 8: ESI-MEMORANDUM FIRST FLOORING AGREEMENT

All fittings, fixtures and stock of this Corporation may be subject to the shareholders of this Corporation containing grants or restrictions on the right of shareholders to sell Corporation and its assets if it so chooses. A copy of the shareholder's Agreement, if any, shall be available upon request of the Corporation.

ARTICLE IX: DIVISION AND CORPORATION

This Corporation shall have the power to create divisions, subdivisions, branches, departments, or convenient to carry on its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X: TERM AND EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11: REGISTERED OFFICES

This Corporation, for its corporate purpose, shall be entitled to use the address of its principal office, which is hereby registered with the State of Minnesota, 1000 University Street, Suite 1000, Seattle, Washington, 98101, Telephone 206-467-4545. This name and address of the principal office of this Corporation is registered with the Secretary of State of the State of Washington, who shall be informed of any change in the name or address of this Corporation, and shall have a record thereof.

ARTICLE 12: FIRST FLOORING AGREEMENT

The principal address of the principal office of this Corporation is 1000 University Street, Seattle, Washington, 98101, Telephone 206-467-4545. This name and address of the principal office of this Corporation is registered with the Secretary of State of Washington, 1000 University Street, Seattle, Washington, 98101, Telephone 206-467-4545.

 ESPECIALLY TERRA, PA.

LAW OFFICES

www.especiallyterra.com

1384 CORAL MILE, SUITE 100, MIAMI, FL 33143-3005 (305) 539-4900 • FAX (305) 539-3770
MIAMI ADDRESS: 1401 CORAL BLVD, SUITE 500, MIAMI, FL 33134-5000

A A A C R O M A N I E N T E R P R I S E S , I N C .

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ARTICLE 13 - ANY LAWES

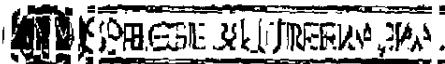
The Boarding of Director(s) of the Corporation shall have power, without the assent of members of the Board of Directors, to contract, alien, and do all other acts and things necessary to carry out the objects of the Corporation, equal to and including the carrying out of which would constitute a valid contract of the Corporation; provided, however, that the Board of Directors shall be necessary to make a distribution among them or their employees.

ARTICLE 14 - EFFECTIVE DATES

This Article of Incorporation has been effective immediately upon approval by the Secretary of State of Florida.

ARTICLE 15 - AMENDMENT

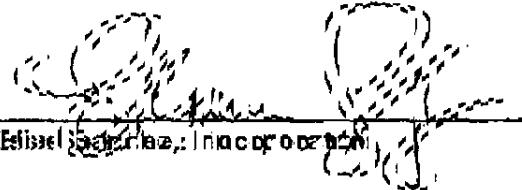
This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment thereto, to add, delete, or substitute any new or different provision or any amendment thereto, if such is necessary to conform to the laws or regulations of any state or nation, or if any provision herein conflicts with any provision of any state or nation law, or if it is necessary to protect the interest of the shareholders in the interest of justice and equity.

A rectangular notary seal with a decorative border containing the text "NOTARY PUBLIC STATE OF FLORIDA".

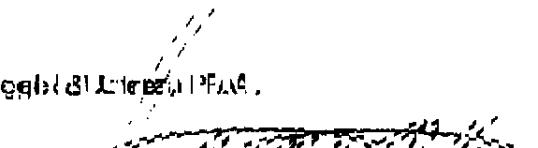
LEAH WATSON 3119
www.leahwatsontax.com

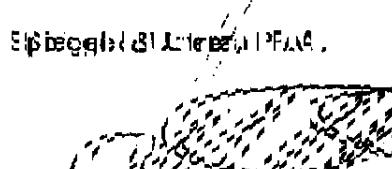
18800 CRANBERRY ROAD, LUDOWICIAH, FL 33445 (800)361-0001 (305)562-3390 FAX (305)375-3000
MAILING ADDRESS: P.O. BOX 1001, CRANBERRY, FL 33445-0001

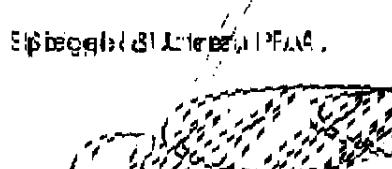
IN WITNESS WHEREOF I have hereunto set my hand in presence of the Notary Public, and of the Notary Public, I do solemnly declare that the foregoing instrument contains my true views and intentions.


Michael J. McCarthy, Incorporator

ACCEPTED AND FILED BY SECRETARY OF STATE THIS DAY OF
NOVEMBER TWENTY EIGHT, TWO THOUSAND EIGHTY EIGHT.


Secretary of State
State of Florida
A copy of the foregoing Articles of Incorporation, is on file in my office, and is available for inspection and copying under the applicable provisions of the Florida Statutes.


Michael J. McCarthy, Vice President


Michael J. McCarthy, Vice President

 **SHIEGL & TERRY, P.A.**

LAW OFFICES OF SHIEGL & TERRY, P.A.

1700 BRICKELL AVENUE, SUITE 1000, MIAMI, FLORIDA 33132-1300 • (305) 536-6000 • FAX: (305) 535-7270

MAILING ADDRESS: 1700 BRICKELL AVENUE, SUITE 1000, MIAMI, FLORIDA 33132-1300