

P95 000 000/63

MICHAEL R. KRAMER  
DONALD A. WAGNER  
JOEL D. KELLMAN\*  
LION M. SCHURGIN  
MOTNY A. FUSCO\*\*  
MARY H. CUNNINGHAM  
BOL M. FRIEDMAN  
HARVEY I. WAX  
BEN T. LIU\*  
ERIC S. ROSENTHAL  
THOMAS M. WOODS  
ELI GRIER  
STEVEN M. RIVKIN\*\*  
KEITH A. SCHOFNER\*\*\*  
LAUREN D. HONET  
LINDA E. BLOCH\*\*  
DAVID E. HART  
THOMAS E. TRUSKE  
JOEL M. ...

LAW OFFICES  
**KRAMER MELLEN**  
PROFESSIONAL CORPORATION

3000 TOWN CENTER, SUITE 1700  
SOUTHFIELD, MICHIGAN 48075-1277

TELEPHONE (810) 353-8800  
FACSIMILE (810) 357-4646

OF COUNSEL  
LEO GOLDSTEIN  
MARK A. BURSTEIN  
TOM J. GOLDBERG

HYMAN A. KRAMER  
1907-1989

NED MELLEN  
1906-1977

LEWIS B. DANIELS  
1901-1993

November 18, 1994

\*ALSO ADMITTED IN CALIFORNIA  
\*\*ALSO ADMITTED IN FLORIDA  
\*\*\*ALSO ADMITTED IN INDIANA  
†BOARD CERTIFIED:  
BUSINESS BANKRUPTCY LAW

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles of Incorporation for Dragon & Eagle  
International, Inc.

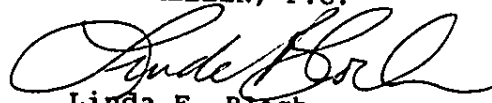
Dear Sir/Madam:

Enclosed please find for processing the Articles of  
Incorporation and this law firm's check in the amount of \$35.00  
with regard to the above captioned company. Upon the processing  
of the Articles please return them to me in the enclosed self  
addressed stamped envelope.

If you have any questions, or need additional information,  
please feel free to contact me.

Very truly yours,

KRAMER MELLEN, P.C.

  
Linda E. Bloch

LEB/mkp  
Enclosure  
2250WPPLEB

000001345910  
-12/06/94--01105--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Balance due on next  
Page,

678,634,671  
W94-26088

FILED  
95 JAN - 3 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES  
**KRAMER MELLEN**  
PROFESSIONAL CORPORATION

3000 TOWN CENTER, SUITE 1700  
SOUTHFIELD, MICHIGAN 48075-1277

TELEPHONE (810) 353-5500  
FACSIMILE (810) 357-4646

MICHAEL R. KRAMER  
DONALD A. WAGNER  
JOEL D. KELLMAN\*  
LEON M. SCHURGIN  
TIMOTHY A. FUSCO\*\*  
GARY H. CUNNINGHAM  
SOL M. FRIEDMAN  
HARVEY I. WAX  
BEN T. LIU\*  
ERIC S. ROSENTHAL  
THOMAS M. WOODS  
ELI ORIER  
STEVEN M. RIVKIN\*\*  
KEITH A. SCHOFNER\*\*\*  
LAUREN D. HONET  
LINDA E. BLOCH\*\*  
DAVID E. HART  
THOMAS E. TRUSKE  
JOEL M. KRUGEL

OF COUNSEL  
LEO GOLDSTEIN  
MARK A. BURSTEIN  
TOM J. GOLDBERG

HYMAN A. KRAMER  
1907-1989

NED MELLEN  
1906-1977

LEWIS B. DANIELS  
1901-1993

\*ALSO ADMITTED IN CALIFORNIA  
\*\*ALSO ADMITTED IN FLORIDA  
\*\*\*ALSO ADMITTED IN INDIANA  
BOARD CERTIFIED:  
BUSINESS BANKRUPTCY LAW

December 23, 1994

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

000001365320  
-12/29/94--01030--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Articles of Incorporation for Dragon & Eagle  
International, Inc.

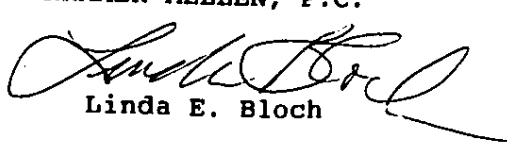
Dear Sir/Madam:

Enclosed please find for processing the Revised Articles of Incorporation and this law firm's check in the additional amount of \$35.00 with regard to the above captioned company. Upon the processing of the Articles please return them to me in the enclosed self addressed stamped envelope.

If you have any questions, or need additional information, please feel free to contact me.

Very truly yours,

KRAMER MELLEN, P.C.

  
Linda E. Bloch

LEB/mkp  
Enclosure  
2250WPPLEB

FILED  
95 JAN -3 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**

**Jim Smith**  
Secretary of State

**December 7, 1994**

**KRAMER MELLEEN  
ATTN: LINDA E. BLOCH  
3000 TOWN CENTER, SUITE 1700  
SOUTHFIELD, MI 48075-1277**

**SUBJECT: DRAGON & EAGLE INTERNATIONAL, INC.  
Ref. Number: W94000026088**

We have received your document for DRAGON & EAGLE INTERNATIONAL, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

**Doris Brown**  
Document Specialist

Letter Number: 294A00052175

ARTICLES OF INCORPORATION  
OF  
DRAGON & EAGLE INTERNATIONAL, INC.

FILED  
95 JAN -3 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is Dragon & Eagle International, Inc..

ARTICLE II

PURPOSE

This Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida General Corporation Act, except a commercial banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition, unless prior regulatory approval is obtained, and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue five thousand (5,000) shares of One (\$1.00) Dollar par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment. This Corporation may not issue more than one class of stock.

ARTICLE IV

NO PREEMPTIVE RIGHTS

Except as to such agreements as the shareholders may execute, no stockholder of this Corporation shall, because of

his or her ownership of stock, have any preemptive or other right to purchase, subscribe for or take part, pro rata or otherwise, of any securities, equity, debt or otherwise, or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal registered office of this Corporation is:

8295 Mooring Circle  
Boynton Beach, Florida 33437

and the name of the initial registered agent of this Corporation at such address is Sherwood S. Swartz.

The mailing address of the Corporation's principal office is:

P.O. Box 546732  
Surfside, Florida 33154

**ARTICLE VI**

**BOARD OF DIRECTORS**

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The following persons are directors of the Corporation until their successors are elected and have qualified in accordance with the applicable laws of the United States and Florida:

<u>Name</u>	<u>Address</u>
Fu De	P.O. Box 546732, Surfside, FL 33154
Sherwood S. Swartz	P.O. Box 546732, Surfside, FL 33154
Sun Xu	P.O. Box 546732, Surfside, FL 33154

**ARTICLE VII**

**INCORPORATORS**

The name and address of the initial incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Linda E. Bloch, Esq,	3000 Town Center, Suite 1700 Ann Arbor, MI 48075

## ARTICLE VIII

### POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including specifically the power to make loans or advances to, to purchase any stock, other securities or evidences of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner, member, associate or manager of any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; to become an accommodation obligor, maker, guarantor and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this Corporation's business; and to endorse, guarantee and secure, with or without consideration to this Corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments or other instruments as it may deem advisable.

## ARTICLE IX

### DIRECTOR - CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

## ARTICLE X

### INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee or agent of another corporation, partnership, limited partnership, joint venture, trust or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or

arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder.

**ARTICLE XI**

**DURATION**

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of November, 1994.

*Linda E. Bloch*  
LINDA E. BLOCH, Incorporator

STATE OF MICHIGAN )  
                          )ss.  
COUNTY OF OAKLAND

The foregoing instrument was acknowledged before me this 16th day of November, 1994, by Linda E. Bloch.

*Marcia K. Zissis*  
Notary Public  
Macomb County, Michigan  
My Commission Expires: 6-3-96

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for DRAGON & EAGLE INTERNATIONAL, INC. at the place designated in the Articles of Incorporation, Sherwood S. Swartz agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 Fla. Stat. (1981), relative to keeping open such office until such time as he shall notify the Corporation as to his resignation.

Dated this 1 day of Dec. 1994.

*Sherwood S. Swartz*  
SHERWOOD S. SWARTZ

2232LEB

FILED  
95 JAN -3 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA