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**LAW OFFICES
DE LA O, MARKO & WANG**

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ONE BISCAYNE TOWER, SUITE 2600

25 S. BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131-1801

TEL (305) 358-2000

TELEFAX (305) 358-1233

**MIGUEL M. DE LA O
DAVID EVERETT MARKO
CHENG-SHOU WANG**

**OF COUNSEL
TEOFILO CHAPA
INCORPORATION & NATURALIZATION**

March 17, 1995

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


Re: Tian-Yuan Co., Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,


Cheng-Shou Wang

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The name of this corporation is **TIAN-YUAN CO., INC.**

The corporation is organized for the purpose of transacting and conducting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred shares having a par value of \$ 1.00 per share.

This Corporation shall have perpetual existence.

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be Vera Li, 1622 Bay Road, #3, Miami Beach, Florida 33139, which is its principal and mailing address.

ARTICLE VI. BOARD OF DIRECTORS

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ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street address are:

Tao Wang	1622 Bay Road, #3, Miami Beach, Florida 33139
Rui-Yuan Li	1622 Bay Road, #3, Miami Beach, Florida 33139
Vera Li	1622 Bay Road, #3, Miami Beach, Florida 33139

The persons named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first. The directors are elected in accordance with the Corporation's by-laws.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Vera Li, 1622 Bay Road, #3, Miami Beach, Florida 33139.

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on this 17th day of March, 1995.



Vera Li-Incorporator

STATE OF FLORIDA §
COUNTY OF DADE §

BEFORE ME, a Notary Public, personally appeared Vera Li, to me well known, to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on March 17, 1995.



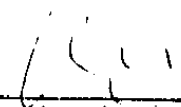
Notary Public, State of Florida

My commission expires: ()

That Tian-Yuan Co., Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Miami, Dade County, Florida, has named Vera Li, located at 1622 Bay Road, #3, Miami Beach, Florida 33139, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Vera Li, Registered Agent

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95 MAR 20 PM 3:25
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA