

P95000045521

LAW OFFICES
DE LA O, MARKO & WANG

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ONE BISCAYNE TOWER, SUITE 2600

2 S. BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131-1802

TELEPHONE: (305) 358-2000

TELEFAX: (305) 358-1233

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

OF COUNSEL
NEAL R. SONNETT
WHITE COLLAR CRIMINAL DEFENSE

June 1, 1995

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

Re: Euro-Asla, Inc.

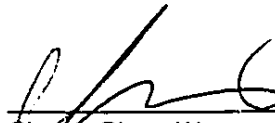
Dear Sir/Madam:

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.

2000013500000002
-005/07795--01037--017
****122.50 ****122.50

Sincerely,


Cheng-Shou Wang

D/2275-02.LET

M. Wang GAVE
AUTHORIZATION BY PHONE TO
CORRECT entv
DATE 6-13-95
DOC. EXAM B4

FILED
95 JUN -6 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/13

ARTICLES OF INCORPORATION
OF
EURO-ASIA, INC.

95 JUN -6 AM 10:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is EURO-ASIA, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is five hundred shares having a par value of \$ 500.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be Yu-Ying Liao, 2205 N. W. 20th Street, Miami, Florida 33142, *Principal office at same address.*

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

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

Yu-Ying Liao	15525 Miami Lakeway North, Apt # 202, Miami Lakes, Fl 33014
Johnny Chen	18 Green Land Rd., North York, Ont M3C1N2, Canada
Jonathan Y. C. Lin	14516 Balgowan Rd., Miami Lake, Fl 33016

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 Yu-Ying Liao, 2205 N. W. 20th Street, Miami, Florida 33142.

ARTICLE IX.MENT

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 / ~~8th~~ day of June, 1995.

Liao, Yu-Ying
Yu-Ying Liao ---Incorporator

FILED
95 JUN -6 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA §
COUNTY OF DADE §

BEFORE ME, a Notary Public, personally appeared Yu-Ying Liao, to me well known, to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on June 1, 1995.

[Signature]
Notary Public, State of Florida

My commission expires: Notary Public
My Commission Expires: 11/30/97
Commission No. 122501

CHENG-SHOU WANG
Notary Public, State of Florida
My Commission Expires: 11/30/97
Commission No. 122501

THAT Euro-Asia, 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 Yu-Ying Liao, located at 2205 N. W. 20th Street Miami, Florida 33142.

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.

Liao, Yu-Ying
Yu-Ying Liao, Registered Agent

2275-01.art

P95000045521

LAW OFFICES OF
DE LA O, MARKO & WANG
ONE BISCAYNE TOWER, SUITE 2400
2 S. BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-1802

OFFICE USE ONLY

800001603539
-10/09/95--01014--004
*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 29 AM 9:36

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

RECEIVED
95 SEP 28 PM 3:11
DIVISION OF CORPORATIONS

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials _____



Florida Department of State, Jim Smith, Secretary of State
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

FILED STATE
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
95 SEP 29 AM 9:36

STATE OF FLORIDA
COUNTY OF DADE

I, Jonathan Y. C. Lin after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Jonathan Y. C. Lin hereby resign as Officer/Director of
(Title)
Euro-Asia, Inc., a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

Jonathan Y. C. Lin
Signature of resigning officer/director

Sworn to and subscribed before me this 25th day of September, 1995.

Cheng-Shou Yang
CHENG-SHOU YANG NOTARY PUBLIC
Notary Public for the State of Florida
My Commission Expires 12/31/1997
Commission Expires

My Commission Expires: _____

FILING FEE IS \$35.00

P95000045521

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DE LA O, MARKO & WANG

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ONE BISCAYNE TOWER, SUITE 2600
2 S. BISCAYNE BOULEVARD
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TELEFAX: (305) 358-1233

MIGUEL M. DE LA O
DAVID EVERETT MARKO
CHENG-SHOU WANG
JACQUELINE DEL CRISTO

OF COUNSEL
NEAL R. SONNETT
WHITE COLLAR CRIMINAL DEFENSE
N. MARK LAM
Admitted in California

September 6, 1995

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

100001580801
-09/11/95--01004--010
*****87.50 *****87.50

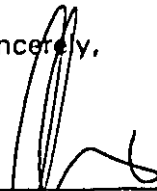
Re: Euro-Asia, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Amendment for the above-named corporation. Also enclosed is a check in the amount of \$87.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,



Cheng-Shou Wang

FILED
95 OCT 12 PM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D/2283-04.LET

Amend

vs OCT 17 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 13, 1995

CHENG-SHOU WANG
2 S. BISCAYNE BLVD.
SUITE 2600
MIAMI, FL 33131-1802

SUBJECT: EURO-ASIA, INC.
Ref. Number: P95000045521

We have received your document for EURO-ASIA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 195A00042065

LAW OFFICES
DE LA O, MARKO & WANG

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ONE BISCAYNE TOWER, SUITE 2400
25 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-1802
TELEPHONE: (305) 358-0618
TELEFAX: (305) 374-6401

MIGUEL M. DE LA O
DAVID EVERETT MARKO
CHENG-SHOU WANG
JACQUELINE DEL CRISTO

OF COUNSEL
NEAL R. SONNETT
WITH COLLAR CRIMINAL DEFENSE
N. MARK LAM
Admitted in California

September 6, 1995

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

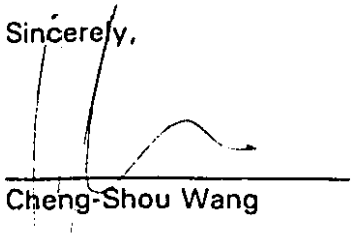
Re: Euro-Asia, Inc., Letter Number: 195A00042065

Dear Ms. Shepard:

This is to recognize, with thanks, receipt of your letter dated September 13, 1995. Enclosed please find your letter and the corrected Articles as according to instruction in your letter.

Thank you for your assistance in this matter.

Sincerely,



Cheng-Shou Wang

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 26, 1995

CHENG-SHOU WANG
2 S. BISCAYNE BLVD., SUITE 2600
MIAMI, FL 33131-7802

SUBJECT: EURO-ASIA, INC.
Ref. Number: P95000045521

We have received your document for EURO-ASIA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If shareholder approval was not required, a statement to that effect must be contained in the 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 795A00043954

LAW OFFICES
DE LA O, MARKO & WANG

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ONE BISCAYNE TOWER, SUITE 2400
2 S. BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-1802
TELEPHONE: (305) 358-0618
TELEFAX: (305) 374-6401

MIGUEL M. DE LA O
DAVID EVERETT MARKO
CHENG-SHOU WANG
JACQUELINE DEL CRISTO

OF COUNSEL
NEAL R. SONNETT
WHITE COLLAR CRIMINAL DEFENSE
N. MARK LAM
Admitted in California

October 3, 1995

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

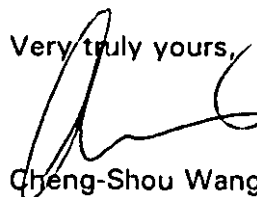
Re: Letter Number 795A00043954

Dear Ms. Shepard:

This is to recognize, with thanks, receipt of your letter dated September 26, 1995. Please find enclosed the corrected Articles of Amendment as pursuant to the instructions in your letter and the letter from you for your reference.

Thank you for your assistance. Please feel free to contact me if you have any questions.

Very truly yours,



Cheng-Shou Wang

Enclosure

CKS\AMI

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

EURO-ASIA, INC.

FILED
95 OCT 12 AM 9:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EURO-ASIA, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VII. ~~INITIAL~~ DIRECTORS The names of the directors of this Corporation and their street address are:

Yu-Ying Liao	2205 N. W. 20th Street, Miami, Florida 33142
Johnny Chen	2205 N. W. 20th Street, Miami, Florida 33142

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: October 3, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- "The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 3rd of October, 19 05.

Signature X Yu-Ying Liao
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Yu-Ying Liao

Typed or printed name

President

Title