

P95000052752

THREE GORGES COMPANY

Dept. of State
Division of Corporations
409 E. Gaines St
Tallahassee Florida 32399

RE: New Filing Section

Dear Sir/Madam:

Please find enclosed our new filing for this corporation:

- (2) copies of the **Articles of Incorporation**
- (1) copy of organizational minutes of First Meeting
- (1) consent to serve as Registered Agent

Check in the amount of \$75.00 for filing. Please conform extra copy of Articles included and return in Self Addressed Envelope.

Sincerely,

KAI YANG

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-07205/75--01059--006
++++\$75.00 +++++\$75.00

PAULIN / Kent BAC 407-396-7111

FLORIDA SPLENDID CHINA

3000 SPLENDID CHINA BLVD

KISSIMMEE

FL

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SHARON L TALA
JUL 10 1995

ARTICLES OF INCORPORATION

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act Sec. 607.202, hereby adopts the following Articles of Incorporation.

Article 1 NAME

The name of the corporation shall be

THREE GORGES COMPANY

Article 2 PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7980 West Irla Bronson Highway, Suite 2052 Kissimmee Florida 34747 USA

Article 3 SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 of equal Par value and voting rights.

Article 4 PURPOSE

The initial purpose of the corporation is to engage in any lawful business venture under the laws of the State of Florida and the United States of America.

Article 5 INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Kai Yang
7980 West Irla Bronson Highway, Suite 2052 Kissimmee Florida 34747 USA

Article 6 INCORPORATORS

The name(s) and street address of the incorporator to these Articles of Incorporation is:

Kai Yang
7980 West Irlo Bronson Highway, Suite 2052 Kissimmee Florida 34747 USA

Article 7 NAME AND ADDRESS OF INITIAL DIRECTOR

The name(s) street address(es) and titles for the initial director to this Corporation is:

Kai Yang
7980 West Irlo Bronson Highway, Suite 2052 Kissimmee Florida 34747 USA

Article 8 PROVISIONS REGARDING POWERS, RIGHTS AND LIABILITIES OF THE CORPORATION, BOARD OF DIRECTORS AND SHAREHOLDERS

Provisions regarding powers, rights and liabilities of the corporation with respect to third parties, powers of the directors and right and obligations of the shareholders shall be set forth in a separate document to be entitled "Shareholders Agreement". Said document to be formally agreed upon at a later time.

The undersigned incorporators have executed these Articles of Incorporation this

30 day of 6, 1995.

Kai Yang
Kai Yang

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

THREE GORGES COMPANY

1. The name of the corporation is: _____

Kai Yang

7980 W. Irlo Bronson Highway Suite 2052

2. The name and address of the registered agent and office is: _____

Kissimmee, Florida 34747

KAI YANG

(Name)

7980 W. Irlo Bronson Highway Suite 2052

(P.O. Box not acceptable)

Kissimmee, Florida 34747

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Kai Yang

(Signature)

6.30.95

**ORGANIZATIONAL ACTION TAKEN BY
THE BOARD OF DIRECTORS OF
THREE GORGES COMPANY
BY SPECIAL MEETING**

THE UNDERSIGNED, being and constituting all the directors of **Three Gorges Company** (corporation) pursuant to Section 607.0821 Florida Statutes, do hereby consent to the following actions to be taken in lieu of a meeting of the Board of Directors:

1. That the Articles of Incorporation as filed by the Florida Department of States are hereby accepted and approved and the Secretary is hereby instructed to file the Articles of the Incorporation into the minute book for this Corporation. Further, proposed Bylaws were reviewed and adopted as the Bylaws of the Corporation and the secretary is hereby instructed to insert a copy of said Bylaws into the minute book for the corporation.
2. That the following individuals will continue to serve as directors of this Corporation in such capacity until the first annual meeting of the shareholders or until their successors are duly qualified and elected:
3. That the following named persons are hereby declared elected to the offices of this Corporation set forth opposite their names to serve as such officer until the first annual meeting of the Board of Directors, or until their successors are duly elected and qualified:

Name	Office
KIM YANIG	President/Secretary

4. That this corporation issue shares of its authorized common stock to the following individuals and or entities in the amount set forth opposite their name solely in exchange for the consideration paid by said individual and or entity and set forth below:

Name	Number of Shares	Consideration
	100	\$100.00

5. That the form of the stock certificate to be issued by this Corporation is hereby adopted as the form of certificate to represent the shares of common stock to the Corporation and the Secretary is hereby instructed to insert a specimen of said stock certificate in the minute book immediately following this written action.
6. That this Corporation does hereby adopt a corporate seal bearing the following impression:
(to be added at a later date)
7. That the fiscal year for this corporation shall be from January 1 to December 31, inclusive.
8. That the annual meeting of shareholders of this Corporation shall be held on such date as the Board of Directors may determine.
9. That this Corporation is hereby authorized to establish a corporate bank account with a bank to be decided by the Officers of the Corporation (the "bank" will be the authorized signers on said account to be such individuals as the President may determine. The officers of this corporation are

hereby authorized and directed to deliver to the Bank as resolution regarding the establishment of said bank account

10 That all action heretofore taken by the Incorporator in executing, and filing the Articles of Incorporation of the Corporation be, and the same hereby is, approved, ratified and confirmed.

11 That any one of the officers of this Corporation be, and they hereby are, authorized and directed by and in the name and on behalf of the Corporation, to make all such arrangements, to do and perform all such acts and things, to execute and deliver all such certificates, documents and other instruments, and to take such further actions as they deem necessary or advisable in order fully effectuate the purposes of this written action

Lee M. King date 5-22-77
DIRECTOR