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**DE LA O, MARRO & WANG**

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ONE BRICAYNE TOWER, SUITE 2400

2 N. BRICAYNE BOULEVARD

MIAMI, FLORIDA 33131-1802

TELEPHONE: (305) 338-0618

TELEFAX: (305) 374-6401

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

OF COUNSEL  
NEAL R. SONNITT  
WITH A REPUTATION FOR  
N. MARK LAM  
Admitted in California

February 2, 1996

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

600001707796  
-02/06/96--01086--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: T & W International Enterprise, 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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 FEB -6 PM 10:24

FILED

Enclosures  
EW/CW  
2307-01.1et

2-12-96

**ARTICLES OF INCORPORATION  
OF  
T & W INTERNATIONAL ENTERPRISE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. CORPORATE NAME**

The name of this corporation is T & W INTERNATIONAL ENTERPRISE, 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 one hundred shares.

**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 Yachuan Wu, 2 S. Biscayne Blvd., #2400, Miami, Florida 33131.

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 two 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:

Wen, Chih-Tao	290 N. W. 165th Street, Suite M700, Miami, Florida 33169
Tsao, Li-Hua	290 N. W. 165th Street, Suite M700, Miami, Florida 33169

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. OFFICERS

The titles and names of the officers of this Corporation and their street address are:

Wen, Chin-Tao	President	290 N. W. 165th Street, Suite M700, Miami, Florida 33169
Tsao, Li- Hu	Vice-President	290 N. W. 165th Street, Suite M700, Miami, Florida 33169
Lai, Judith Wen	Secretary	290 N. W. 165th Street, Suite M700, Miami, Florida 33169

## ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Yachuan Wu, 2 S. Biscayne Blvd., #2400, Miami, Florida 33131.

ARTICLE X. PRINCIPAL OFFICE


The address of the principal office of this Corporation shall be:

290 N. W. 165th Street, Suite M700, Miami, Florida 33169

ARTICLE XI. AMENDMENT

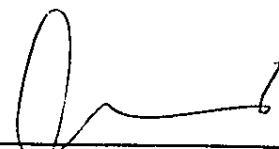
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and 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 2<sup>nd</sup> day of February, 1996.

  
Yachuan Wu ----Incorporator

STATE OF FLORIDA     §  
COUNTY OF DADE     §

BEFORE ME, a Notary Public, personally appeared Yachuan Wu, 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 Feb. 2nd, 1996.

  
\_\_\_\_\_  
Notary Public, State of Florida

My commission expires:

CHENG-SHOU WANG  
Notary Public, State of Florida  
My Commission Expires March 15, 1997  
Commission No. 60106654

THAT T & W INTERNATIONAL ENTERPRISE, 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 Yachuan Wu, located at 2 S. Biscayne Blvd., #2400, Miami, Florida 33131, 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.

  
Yachuan Wu, Registered Agent

2363-01.m1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA