

ROBERT J. BIGGE, JR.
Attorney at Law

1120 S.E. Third Avenue
Fort Lauderdale, FL 33310

(954) 402-0000
Fax (954) 402-2010

P96000023490

March 7, 1996

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

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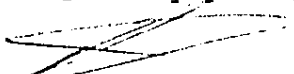
re: U.S. CHINA DIRECTORIES, INC.

Dear Sir or Madam Clerk:

Enclosed please find original Articles of Incorporation and Certificate of Registered Agent, and filing charge. After incorporation, kindly forward the documents to my office.

If you have any questions please do not hesitate to contact my office.

Very truly yours,


Robert J. Bigge, Jr.

RJB/nd

encl.

Dmc
3-15-96

FILED
96 MAR 11 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
U.S. CHINA DIRECTORIES, INC.

FILED
96 MAR 11 AM 0:21
SECK. TARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, hereby forms this corporation under the Laws of the State of Florida.

Article I-Corporate Name

U.S. CHINA DIRECTORIES, INC.

Article II- Duration

This corporation shall exist perpetually unless dissolved according to Florida Law.

Article III-Purpose

The corporation is organized for purpose of engaging in any business or activity permitted under the laws of the State of Florida and the United States.

Article IV-Capital Stock

The Corporation is authorized to issue 5000 shares of common stock of \$1.00 par value, which shall be designated "Common Stock."

Article V-Initial Registered Agent and Office

Kenneth Kluge
7728 Highlands Circle
Margate, FL 33063

Article VI-Principal Mailing Address of Corporation

7728 Highlands Circle
Margate, FL 33063

Article VII-Initial Board of Directors

This corporation shall consist of two directors initially, but shall never have less than one. The names of the initial directors are:

KENNETH KLUGE AND CHARLOTTE KLUGE

Article VIII-Incorporators

The name and address of the incorporator signing these Articles of Incorporation is:

Kenneth Kluge
7728 Highlands Circle
Margate, FL 33063

Signed: Kenneth Kluge

Kenneth Kluge

State of Florida
County of Broward

Before me a Notary Public authorized to take acknowledgements in the State and County set forth above, appeared Kenneth Kluge, personally known to me or produced identification Drivers License, who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation. F.W.D.R. K420-503 352970.

I hereby affix my hand and seal, in the State and County aforesaid this 6th day of March, 1996.

Nellie W Doherty

Signature of Notary

Nellie W Doherty

Printed Name of Notary

My commission expires 07/11/1999



NELLIE W DOHERTY
My Commission CC470286
Expires Jul. 11, 1999
Bonded by ANB
800-662-5878

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT
OF
U.S. CHINA DIRECTORIES, INC.

FILED
96 MAR 11 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute Section 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

7728 Highlands Circle
Margate, FL 33063

has named: KENNETH KLUGE

located at the aforesaid address, as its Registered Agent to accept service of process within the State.

Acknowledgement:

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

x Kenneth Kluge

Registered Agent

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1120 B.E. Third Avenue
Fort Lauderdale, FL 33310

ROBERT J. BIGGE, JR.
Attorney at Law

(954) 462-9608
Fax (954) 462-2610

May 24, 1996

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

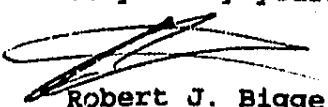
re: U.S. CHINA DIRECTORIES, INC.

Dear Sir or Madam Clerk:

Enclosed please find original Amendment to Articles of
Incorporation and check for \$35.00 made payable to Division of
Corporations. Kindly forward confirmation of this amendment.

If you have any questions please do not hesitate to contact my
office.

Very truly yours,


Robert J. Bigge, Jr.

RJB/nd

encl.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 30 AM 9:56

FILED

N. HENDRICKS JUN 10 1996

Amend.

U.S. CHINA DIRECTORIES, INC.

FILED
96 MAY 30 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

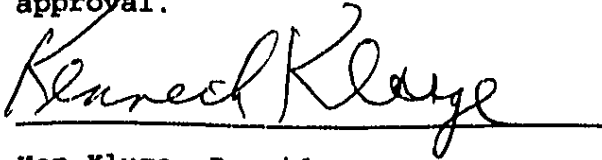
AMENDMENT TO ARTICLES OF INCORPORATION

1. REMOVAL OF DIRECTOR AND ADDITION OF DIRECTOR

Charlotte Kluge hereby resigns as a director of U.S. China Directories, Inc., effective immediately, and Yan Gaofer is hereby appointed as a director of U.S. China Directories, Inc..

The meeting was held at the offices of the corporation.

The minutes for this amendment were taken by Robert J. Bigge, Jr., Esq.. The amendments were approved by the shareholders, and the number votes cast for the amendment was sufficient for approval.



Ken Kluge, President

Dated this 20 day of May, 1996.