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FILED
APR 8 1996
TALLAHASSEE, FLORIDA

April 2, 1996

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Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: INTERNATIONAL INVESTMENT AND FINANCE CORPORATION/General
Business Matters
Our File No. 302915.01

Dear Sirs:

In connection with the above-captioned matter, enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate designating Resident Agent as well as our check in the amount of \$122.50. Please certify the copy and return it to us in the enclosed stamped, addressed envelope.

If you have any questions, please feel free to call us. Thank you in advance for your prompt attention to this matter.

Very truly yours,

SALEM, SAXON & NIELSEN, P.A.

Charlotte R. Barone

Charlotte R. Barone

Paralegal

cb

Enclosures

cc: Devin L. Netzer, Esq. (w/o enclosures)

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D. BROWN APR 12 1996

ARTICLES OF INCORPORATION
OF
INTERNATIONAL INVESTMENT AND FINANCE CORPORATION

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I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, by and through the provisions of the statutes of the State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is INTERNATIONAL INVESTMENT AND FINANCE CORPORATION (hereinafter called the "Corporation").

ARTICLE II

PERIOD OF DURATION

The duration of this Corporation is to be perpetual.

ARTICLE III

GENERAL NATURE OF BUSINESS

The Corporation is formed for the purposes of: providing consulting services on investments in the United States and China; engaging in financing activities; engaging in investment activities; and engaging in other service activities. Moreover, the general nature of the business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

(b) To manufacture, purchase, import, export or otherwise acquire and to own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise, and other personal property of every class and description whatsoever.

(c) To buy, sell, import, export, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business of which may seem capable of being dealt with profitably in connection with any of the said businesses.

(d) To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same and to erect, manage, care for and maintain buildings thereon. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent of the United States, or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(e) To hold, purchase or otherwise acquire or be interested in, to sell, assign, pledge, or otherwise dispose of capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic or whether now or hereafter organized and while the holder of such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do, and, subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock.

(f) In general, to have and exercise any other powers conferred by the laws of the State of Florida, upon corporations generally, it being hereby expressly provided that the foregoing enumeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

ARTICLE IV

AUTHORIZED STOCK

1. The aggregate number of shares which this Corporation shall be authorized to issue is Ten Million (10,000,000) shares of common stock with no par value per share. The Corporation shall not have the authority to issue shares in series.

2. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property or labor may also be purchased with the capital stock of this Corporation at such valuation as may be fixed by the Board of Directors.

ARTICLE V

CAPITAL

The amount of capital with which the Corporation shall begin business shall be Six Thousand Dollars (\$6,000.00).

ARTICLE VI

REGULATION OF INTERNAL AFFAIRS

1. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Code of By-Laws or by resolution of the Board of Directors.

2. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to amend or repeal the By-Laws or to adopt a new Code of By-Laws shall be in the Shareholders, but the affirmative vote of the holders of a majority of the shares outstanding shall be necessary to exercise that power. The Code of By-Laws may contain any provisions for the regulation and management of this Corporation which are consistent with the Laws of the State of Florida and these Articles of Incorporation.

3. Contracts in Which Directors Have an Interest. Any contract or other transaction of this Corporation with any person, firm or corporation or any contract or other transaction in which this Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of this Corporation is interested in or is a Director or Officer of another corporation; provided that the acts of any Director so interested are made in good faith, or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract or transaction; provided that the acts of any Director so interested are made in good faith, and each person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm or corporation in which he may be interested.

4. Compensation of Directors. The Board of Directors shall have the authority to make provisions for reasonable compensation

to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid. Any Director may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of one (1) to fifteen (15) members, who need not be Stockholders. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1) person and none of the Directors need be Stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the first Board of Directors of the Corporation, who, subject to the provisions of these Articles of Incorporation and By-Laws and the General Corporate Law of the State of Florida, shall hold office for the first year, or until their successors are elected and have qualified to serve as Directors, are as follows:

Shao Gang Tan
5441-G Ginger Cove Drive
Tampa, FL 33634

ARTICLE IX

PERFORMANCE OF BUSINESS

The business of the Corporation shall be conducted by a President and Secretary and such other assistant officers as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the Code of By-Laws.

ARTICLE X

OFFICERS

The names and addresses of the Officers of the Corporation who shall hold office until the first annual meeting or until their successors are elected and qualified to serve as officers are as follows:

President/Vice President/
Secretary/Treasurer:

Shao Gang Tan
5441-G Ginger Cove Drive
Tampa, FL 33634

ARTICLE XI

SUBSCRIBER

The name and address of the sole subscriber to these Articles of Incorporation, a statement of the number of shares of stock to which he subscribes, and the value that he agrees to pay therefore are as follows:

Shao Gang Tan
5441-G Ginger Cove Drive
Tampa, FL 33634

- 6,000,000 shares at \$.001 par value per share

ARTICLE XII

INTENTION OF SUBSCRIBER

It is the intention of the subscriber to these Articles of Incorporation and to the capital stock as above set forth, that this Corporation shall remain a closed corporation, and that Stockholders of this Corporation may enter into such Stockholder and Trustee Agreements with other Stockholders of this Corporation as they may see fit, in order to carry out this intention; provided, however, that the Stockholder or Trustee Agreements must be noted upon the margin of the stock of the Corporation.

ARTICLE XIII

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of the Corporation is to be located at 5441-G Ginger Cove Drive, Tampa, FL 33634, however, with the privilege of having branch offices or places of business in any place or places within or without the State of Florida; the registered agent whose office is located at SALEM, SAXON & NIELSEN, P.A., 101 East Kennedy Boulevard, Suite 3200, Tampa, Florida 33602 shall be, until otherwise designated, EVIN L. NETZER, ESQUIRE.

ARTICLE XIV

AMENDMENTS

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 a majority of the Stockholders entitled to vote thereon.

IN WITNESS OF THE FOREGOING, I have herunto set my hand and seal this 29th day of March, 1996, for the purposes of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

WITNESSES:

James J. John
Julie J. John

Tan, Shao Gang
Tan, Shao Gang

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared SHAO GANG TAN, to me well known and known to me to be the person described in and who executed the foregoing instrument, and who ~~is personally known to me~~ and who did not take an oath, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 29th day of March A.D., 1996.

FL # S252-800-54-047-0

Lori A. Ellingsworth
Notary Public, State of Florida

My Commission Expires: _____

My Commission Number: _____



OFFICIAL SEAL
Lori A. Ellingsworth
My Commission Expires
Nov. 8, 1996
Comm. No. CC 241059

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVICED

IN COMPLIANCE WITH SECTIONS 607.0501 OR 617.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT INTERNATIONAL INVESTMENT AND FINANCE CORPORATION,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF TAMPA,
STATE OF FLORIDA, HAS NAMED EVIN L. NETZER, ESQUIRE, SALEM, SAXON
& NIELSEN, P.A., 101 EAST KENNEDY BOULEVARD, SUITE 3200, TAMPA,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: 

TAN, SHAO GANG

TITLE: SUBSCRIBER

DATE: March 29, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

EVIN L. NETZER, ESQUIRE

(REGISTERED AGENT)

DATE: March 29, 1996

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

96 APR -8 AM 11:53

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA