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TRANSMITTAL LETTER

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

0000019380191
-09/04/96 -01100 -002
*****78.50 *****78.50

SUBJECT: Feng Shui International, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

 \$70.00
Filing fee

 XX \$78.75
Filing fee &
Certificate

 \$122.50
Filing fee &
Certified copy

 \$131.25
Filing fee,
Certified copy
& Certificate

****ADDITIONAL COPY REQUIRED****

FROM: Law Offices of Marcella C. Gridley
1968 Bayshore Boulevard
Dunedin, FL 34698
(813) 733-2701

FILED
96 SEP -3 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
9/6/96

NOTE: Please provide the original and one copy of the articles

ARTICLES OF INCORPORATION
OF
FENG SHUI INTERNATIONAL, INC.

FILED
95 SEP -3 PM 3:42
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make the within Articles of Incorporation for the purposes of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of the corporation shall be FENG SHUI INTERNATIONAL, INC. and its business shall be carried on in the State of Florida and such other states and countries as may be agreed upon, and its principal place of business and mailing address shall be P.O. Box 1138, Crystal Beach, Florida 34681 or such other place as from time to time is designated.

ARTICLE II - PURPOSE

The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The total number of shares that may be issued by the corporation is 1,000 shares of common stock with a par value of \$1.00 per share, which stock may be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the By-laws of this corporation. Said stock shall be paid for in such a manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE IV - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE V - OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one (1) director, and the Board of Directors shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws or by resolution of the Board of Directors, and who shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

MARGUARITE GREENSPAN
P.O. Box 1138
Crystal Beach, FL 34681

President/Vice President/
Secretary/Treasurer/Director

ARTICLE VI - INCORPORATORS

The names and addresses of the incorporators to these Articles and the number of shares of common stock which they agree to take are as follows:

Names and Address

Number of Shares

MARGUARITE GREENSPAN
P.O. Box 1138
Crystal Beach, FL 34681

500

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and shareholders.

ARTICLE VIII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL REGISTERED AGENT

The initial registered agent of the corporation and her address shall be follows:
MARCELLA C. GRIDLEY, Esquire, 1968 Bayshore Boulevard, Dunedin, Florida 34698.

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals to these Articles of Incorporation this 27th day August, 1996.

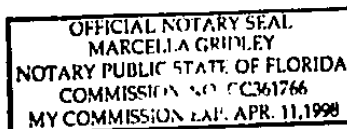
Signed, sealed and delivered
in the presence of:

Marcella C. Gridley (SEAL)
Witness
MARGUARITE GREENSPAN
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27th day of August, 1996 by
MARGUARITE GREENSPAN, who is personally known to me or who has produced
_____ as identification.

Marcella C. Gridley
MARCELLA C. GRIDLEY
NOTARY PUBLIC



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT FENG SHUI INTERNATIONAL, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF ST. PETERSBURG, STATE OF FLORIDA, HAS NAMED MARCELLA C. GRIDLEY, LOCATED AT 1968 BAYSHORE BOULEVARD, CITY OF DUNEDIN, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


MARGARITE GREENSPAN, President

TITLE

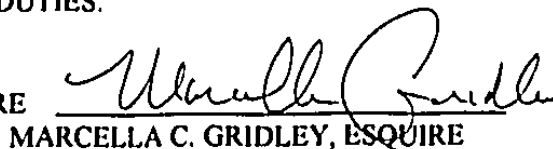
President

DATE

8/27/96

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

SIGNATURE


MARCELLA C. GRIDLEY, ESQUIRE

DATE

8/27/96

FILED

95 SEP 11 3:42

STATE OF FLORIDA
TALLAHASSEE

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95 SEP - 3 PM 3:42
TALLAHASSEE
STATE OF FLORIDA