

P96000084966

October 8, 1996

285 Sylvia Road
West Melbourne, FL 32904

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

100001371331
-10/11/96--01085--017
***122.50 ***122.50

Re: SHENGBAO, INC.

Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation of SHENGBAO, INC. for filing. Also enclosed is a check in the amount of \$122.50 to cover the cost of the filing fees.

Kindly confirm receipt of the filing of the Articles of Incorporation by enclosing the stamped copy in the envelope provided for your convenience.

Your cooperation and assistance in this matter are greatly appreciated.

Very truly yours,

John Lee
John Lee

Enclosures

10/15

FILED
96 OCT 11 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SHENGBAO, INC.

96 OCT 11 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SHENGBAO, INC.

The principal place of business of this corporation shall be 285 Sylvia Road, West Melbourne, Florida 32904.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 285 Sylvia Road, West Melbourne, Florida 32904, and the name of the initial registered agent of the corporation at that address is John Lee.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he ready holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial director is:

John Lee

285 Sylvia Road
West Melbourne, Florida 32904

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporate life, or until their successors are elected or appointed are:

John Lee
President

285 Sylvia Road
West Melbourne, Florida 32904

Chung-Hsiang Lee
Vice President

285 Sylvia Road
West Melbourne, Florida 32904

ARTICLE X. INCORPORATOR

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

John Lee
285 Sylvia Road
West Melbourne, Florida 32904

IN WITNESS WHEREOF, the undersigned authorized agent has hereunto set his hand and seal and produced FL DL # L000-112-50450-0 as identification, on this 8TH day of October, 1996.

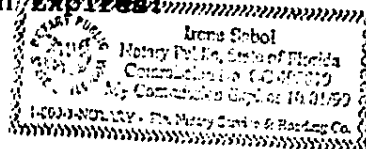
John Lee
JOHN LEE

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me, a Notary Public, on this 8TH day of October, 1996.

Notary Public

My Commission Expires: 12/31/2000



AGREEMENT TO ACCEPT SERVICE

Having been named to accept service of process for the
aforementioned corporation, at the places 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.



JOHN LEE

DATED: Oct. 8, 1996

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, personally appeared JOHN LEE, and produced FL DL
#2000-112-50-450.0 as identification, on this 8th day of
October, 1996.



Notary Public

