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XIAO BING XU

ATTORNEY & COUNSELOR AT LAW
5705 HANSEL AVENUE - ORLANDO - FLORIDA 32809
VOICE (407)851-1000 FAX (407)851-1007

December 17, 1996

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

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-01/03/97--01009--002
****122.50 ****122.50

RE: U.S. CHINA CHANGDE AGRO INDUSTRY, INC.

Dear Sir or Madam:

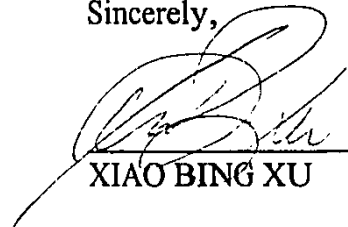
I am enclosing herewith the original and one (1) copy of the Articles of Incorporation for the referenced corporation together with the original Resident Agent Form for filing.

Also enclosed is my check no: #1589 in the amount of \$122.50 to cover the cost of:

- | | |
|--|---------|
| 1. Filing fees | \$35.00 |
| 2. Designation of Registered Agent | \$35.00 |
| 3. Certified Copy of Articles of Incorporation | \$52.50 |

Please return the certified copy of the Articles to this office. Thank you for your cooperation in this matter.

Sincerely,


XIAO BING XU

XXB/nn
enclosures

Dmc
12/23/96

FILED
56 DEC 23 AM 8:48
SECTION 101
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
U.S. CHINA CHANGDE AGRO INDUSTRY, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

FILED
96 DEC 23 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be U.S. CHINA CHANGDE AGRO INDUSTRY, INC. The address of the principal office of this corporation shall be 5705 Hansel Avenue, Orlando, FL 32809, and the mailing address of the corporation shall be the same.

ARTICLE II: NATURE OF BUSINESS AND PURPOSE

This corporation may engage in or transact any and all lawful business or activities 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 aggregate number of shares which the corporation has authority to issue is One Hundred (100) having \$0.50 par value per share, all of which shall be common shares.

ARTICLE IV: DURATION

The term of existence of this corporation is perpetual.

ARTICLE V: REGISTERED AGENT

The street address of the initial registered office of this corporation is at 5705 Hansel Avenue, Orlando, Florida 32809 and the name of the initial registered agent at such address is Xiao Bing Xu, Esquire.

ARTICLE VI: DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation and its by laws. The names and addresses of the Initial Board of Directors are as follows:

NAME

ADDRESS

Lin Yuan Hai

5705 Hansel Avenue, Orlando, FL 32809

Zhou Bing Hang

5705 Hansel Avenue, Orlando, FL 32809

Chen Feng Yao

5705 Hansel Avenue, Orlando, FL 32809


Ye Zhu Yong

5705 Hansel Avenue, Orlando, FL 32809

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is Xiao Bing Xu, Esquire at 5705 Hansel Avenue, Orlando, Florida 32809-4278.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this December 17, 1996.



Xiao Bing Xu, Esquire
Incorporator

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated as the registered agent in the above and foregoing Articles of Incorporation of the above named corporation, HEREBY AGREES, as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law, and otherwise accepts the obligations of the position of the registered agent under §607.0505, Florida Statutes.


Xiao Bing Xu, Resident Agent

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96 DEC 23 AM 8:48
TALLAHASSEE FLORIDA