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N. MARK LAM
Admitted in California

December 23, 1996

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

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Re: Chang Fa, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance to this filing.

Sincerely,


Cheng-Shou Wang

Enclosure

DH/CW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CHANG FA, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is CHANG FA, INC.

ARTICLE II

The existence of the corporation shall begin on the date of filing this Articles of Incorporation.

ARTICLE III

The street address of the principal office of the Corporation is 5700 Alton Road, Miami Beach, Florida 33140.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one thousand (1,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 5700 Alton Road, Miami Beach, Fl 33140. The initial registered agent for the Corporation at that address is Fung-Chee Choi.

ARTICLE VI

The initial board of directors shall consist of one member. The names and address of the persons who will serve on the initial board of directors are:

Name
Wan-Tai Fan

Address
5700 Alton Road, Miami Beach, Fl 33140

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SECRETARY OF STATE

ARTICLE VII

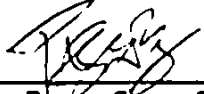
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Fung-Chee Choi	5700 Alton Road, Miami Beach, Fl 33140

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

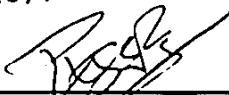
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of December, 1996.



Name: Fung-Chee Choi

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Chang Fa, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Name: Fung-Chee Choi

Date: December 23, 1996.

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