

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
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PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY _____

WALK-IN
Will Pick Up

RE: Dian Bacula

C.C. FEE. DISBURSED

☒ Capital ExpressSM
☒ Art. of Inc. File
____ Corp. Record Search
____ Ltd. Partnership File
☒ Foreign Corp. File
____ () Cert. Copy(s)
____ Art. of Amend. File
____ Dissolution/Withdrawal
____ C U S-
____ Fictitious Name File
____ Name Reservation
____ Annual Report/Reinstatement
____ Reg. Agent Service
____ Document Filing
____ Corporate Kit
____ Vehicle Search
____ Driving Record
____ Document Retrieval
____ UCC 1 or 3 File
____ UCC 11 Search
____ UCC 11 Retrieval
____ File No.'s, _____ Copies
____ Courier Service
____ Shipping/Handling
____ Phone ()
____ Top Priority
____ Express Mail Prep.
____ FAX () pgs.

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED
97 JAN 15 AM 11:07
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DIAN BAO USA, INC.

FILED
97 JAN 15 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby adopts these Articles of Incorporation for the purpose of forming a corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**").

I.
Name

The name of the corporation shall be
DIAN BAO USA, INC.

II.
Term of Existence

The corporation shall begin its existence on the date of the filing of these Articles of Incorporation with the Florida Department of State and shall have perpetual existence thereafter.

III.
Principal Office

The principal office of the Corporation shall be 3120 Tallpine Lane W., #5., Jacksonville, FL 32277

IV.
Capital Stock

The Corporation shall be authorized to issue 7,500 shares of common stock having a par value of one dollar (\$1.00) per share.

V.
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3120 Tallpine Lane W. #5, Jacksonville, Florida 32277 and the name of the initial registered agent of this corporation is Todd Schafer.

VI.
Directors

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws of the Corporation, provided that the Corporation shall always have at least one (1) but no more than five (5) directors. The name and address of the directors, who shall serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Todd Schafer	3120 Tallpine Lane W., Jacksonville, FL 32277

VII.
Incorporator

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

<u>Name</u>	<u>Address</u>
Todd Schafer	3120 Tallpine Lane W., Jacksonville, FL 32277

VIII.
Affiliated transactions

Pursuant to the provisions of Section 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act. Therefore, the terms of such Section 607.0901 shall not apply to any affiliated transactions as defined therein.

IX.
Control Share Acquisitions

Section 607.0902 of the Act, pertaining to control-share acquisitions, shall not apply to the Corporation. Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by any of the provisions of such Section 607.0902.

X.
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

XL
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 14 day of JANUARY, 1997

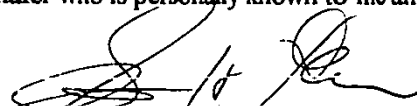


Todd Schafer

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of January by Todd Schafer who is personally known to me and who did not take an oath.



Notary Public, State of Florida



My commission expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, 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.

Dated: 1/14/97