

Pan 0000604/

EVAN JAY EYER  
ATTORNEY AT LAW  
1999 NORTHEAST 150TH STREET SUITE 102  
NORTH MIAMI, FLORIDA 33181  
TELEPHONE (305) 947-4044

FILED

97 JAN 15 AM 10:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 9, 1997

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
THE CAPITOL  
TALLAHASSEE, FLORIDA 32304

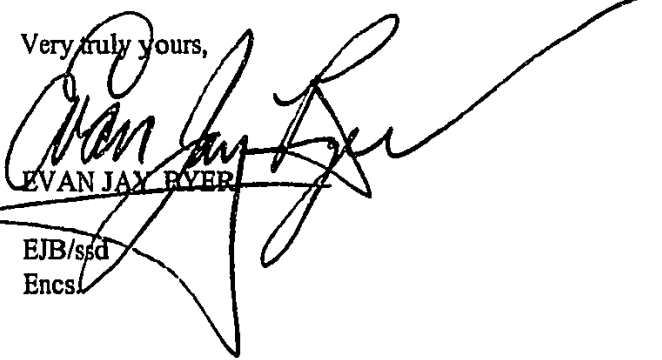
RE: Articles of Incorporation of CHINA GREAT WALL HEAVY INDUSTRY CORPORATION

Dear Sir or Madam:

Enclosed is an original plus copy of the Articles of Incorporation of CHINA GREAT WALL HEAVY INDUSTRY CORPORATION, plus my check no. 1868 in the sum of \$122.50. Please return the copy stamped, along with the certificate, at your earliest convenience.

Thank you for your cooperation in this matter.

Very truly yours,

  
EVAN JAY EYER

EJB/ssd  
Encs.

000002059560--9  
-01/15/97--01101--012  
\*\*\*122.50 \*\*\*122.50

PH  
1/22/97

**ARTICLES OF INCORPORATION OF CHINA GREAT WALL HEAVY INDUSTRY CORPORATION**

The undersigned, a subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation pursuant to the laws of the State of Florida.

ARTICLE I : The name of the corporation shall be : CHINA GREAT WALL HEAVY INDUSTRY CORPORATION

ARTICLE II : The corporation shall engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III : The corporation shall be organized to have a maximum of 1000 shares of stock outstanding. The shares shall have a par value of \$1.00 (one dollar) per share.

ARTICLE IV : The name of the resident agent and address of the registered office and principal office are:  
SEL GILBERT 1999 N.E. 150TH STREET  
MIAMI, FLORIDA 33181

ARTICLE V : The corporation shall have one director. The number of directors may be increased from time to time by by-laws adopted by the shareholders.

ARTICLE VI : The amount of capital with which the corporation shall commence business shall be not less than five hundred dollars.

ARTICLE VII : The corporation shall exist perpetually.

ARTICLE VIII : The name and address of the first board of directors is:  
SEL GILBERT 1999 N.E. 150TH STREET  
MIAMI, FLORIDA 33181

ARTICLE IX : The name and address of the subscriber to these Articles of Incorporation and the number of shares he/she has agreed to take is:  
SEL GILBERT 1999 N.E. 150TH STREET 500 shares.  
MIAMI, FLORIDA 33181

ARTICLE X : These Articles of Incorporation may be amended in any manner provided by law.

*SEL GILBERT*  
.....  
SUBSCRIBER

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared SEL GILBERT, to me known to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein stated.

OFFICIAL NOTARY SEAL  
EVAN JAY BYER  
NOTARY PUBLIC, STATE OF FLORIDA  
COMMISSION NO. CC358038  
MY COMMISSION EXPIRES APR. 20, 1998

*Evan Jay Byer*  
.....  
NOTARY PUBLIC  
My commission expires:

**DESIGNATION OF REGISTERED AGENT**

CHINA GREAT WALL HEAVY INDUSTRY CORPORATION, a corporation desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Miami, State of Florida, has named SEL GILBERT, situate at 1999 N.E. 150TH STREET, MIAMI, FLORIDA, 33181, in the City of Miami, State of Florida, as its agent to accept service of process.

FILED  
97 JAN 15 AM 10:5  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA