

TRANSMITTAL LETTER

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

SUBJECT: Qiantong International Trade & Investment, Inc.
(Proposed corporate name - must include suffix)

600002064646--3
-01/22/97--01105--020
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael W. LU
Name (Printed or typed)

416 Hungerford Drive, Suite 216

Address

Rockville, MD 20850

City, State & Zip

(301) 315-2670

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE FL 32314

97 JAN 22 PM 4:46

FILED


NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF

QIANTONG INTERNATIONAL TRADE & INVESTMENT, INC

FIRST: The undersigned, Michael W. Lu, whose post office address is 416 Hungerford Drive, Suite 216, Rockville, MD 20850, being over eighteen (18) years of age, does hereby form a corporation under the laws of the State of Florida.

SECOND: The name of the corporation is (hereinafter referred to as the Corporation) Qiantong International Trade & Investment, Inc. The Corporation is affiliated with Hunan Changsha Qiantong Real Estate Development Co., Ltd. Of the People's Republic of China.

THIRD: The purpose for which the Corporation is formed is to facilitate the overseas expansion of the Chinese parent corporation, Hunan Changsha Qiantong Real Estate Development Co., Ltd.. Therefore, the Corporation's business operations may include but not be limited to the following: to advance international economic cooperation and development, to carry out import and export transactions, to engage in international investment, and to do any other commercial activities permitted under the laws and regulations of the State of Florida.

FOURTH: The initial registered post office address of the principal office of the Corporation in Florida is 5830 Memorial Highway, Suite 918, Tampa, Florida 33615.

FIFTH: The name and post office address of the initial Registered Agent of the Corporation in Florida is Jin CHEN at 5830 Memorial Highway, Suite 918, Tampa, Florida 33615.

SIXTH: The Corporation has authority to issue One Million (1,000,000) shares of common stock (all in one class) at par value of one dollar (\$1.00) per share.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(1) The activities and affairs of the Corporation shall be managed by a Board of Directors.

(2) The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the Bylaws may

provide and shall hold office until their successors are respectively elected and qualified.

(3) The initial number of directors of the corporation shall be Three (3) which number may be increased or decreased pursuant to the Bylaws of the corporation.

(4) The names of the three initial directors who shall act until the first meeting or until their successors are duly chosen and qualified are: Fanxiang ZENG, Yingqian XIAO and Jin CHEN.

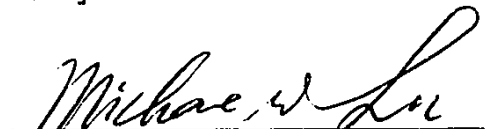
(5) Each shareholder of the Corporation shall be entitled to full preemptive or preferential rights as such rights are defined in law, to subscribe for or purchase his or her proportional part of any shares which may be issued upon an unanimous vote by the Board for the Corporation.

(6) Each shareholder shall not transfer, sell, assign, pledge or otherwise encumber on or dispose of his or her shares of the stock of the Corporation without first offering the shares to the Corporation for purchase with a thirty (30) day written notice of offer, the Corporation shall have fifteen (15) calendar days thereafter to accept the offer. Upon the Corporation's refusal to buy the shares, any shareholder shall have the first priority to buy the shares from the selling shareholder. When the Corporation and all other stockholder have refused to purchase such shares, the selling stockholder may sell the shares to a third party outside the Corporation.

(7) All other matters shall be governed by the Corporation's Bylaws and Resolutions of the Board.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles on this 16TH day of January, 1997, and acknowledge the same to be my act.


Michael W. Lu, Incorporator
Law Offices of Michael W. Lu
416 Hungerford Drive
Suite 216
Rockville, MD 20850
Tel. (301) 315-2670

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Qiantong International Trade & Investment, Inc.

(must include suffix)

2. The name and address of the registered agent and office is:

Jin CHEN

(NAME)

5830 Memorial Highway, Suite 918

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tampa, FL 33615

(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

1/16/97

(DATE)