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TALLAHASSEE
OF COUNSEL
NEAL R. SONNETT
WHITE COLLAR CRIMINAL DEFENSE
N. MARK LAM
Admitted in California

MIGUEL M. DE LA O
DAVID EVERETT MARKO
CHENG-SHOU WANG
JACQUELINE DEL CRISTO
MICHELLE ASHBY DELANCY
ADRLAN C. DELANCY

January 24, 1997

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

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****122.50 ****122.50

Re: Incorporation of Merx, Inc.

Dear Sir/Madam:

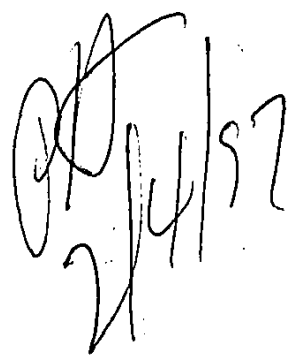
Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance to this matter.

Very truly yours,
DE LA O, MARKO & WANG


Cheng-Shou Wang

D/2437-02.LET



ARTICLES OF INCORPORATION

OF

MERX, INC.

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TALLAHASSEE, FLORIDA

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 MERX, 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 8388 S. W. 40 Street, Miami, Florida 33155.

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 8388 S. W. 40 Street, Miami, Florida 33155. The initial registered agent for the Corporation at that address is Zhong Hong.

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	Address
Hong Xie	8388 S. W. 40 Street, Miami, Fl 33155
Mingliang Cai	8388 S. W. 40 Street, Miami, Fl 33155
Eryao Liu	8388 S. W. 40 Street, Miami, Fl 33155
Dawei Shao	8388 S. W. 40 Street, Miami, Fl 33155

Fangfang Zhang
Flora Yang Wu
Alice Ye Zhu
Zhong Hong
Xiaodong Wu

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

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

Name
Zhong Hong

Address
8388 S. W. 40 Street, Miami, Fl 33155

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 January, 1997.


Name: Zhong Hong

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Merx, 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: Zhong Hong

Date: January 24, 1997.