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February 7, 1997
PG7000014468

Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32314

300002084693--4
-02/11/97--01199--008
*****70.00 *****70.00

Re: Incorporation of American ValueTech Corporation

Dear Sir/Madam:

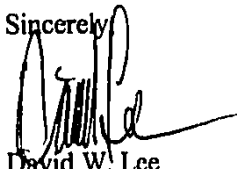
The Incorporator, Mr. Yunkang Liu, has retained me to handle the incorporation legal work in the formation of the American ValueTech Corporation, a Florida corporation.

Enclosed please find the Articles of Incorporation for the above corporation along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Enclosed is also a copy of the Articles of Incorporation. Please return this to my office with the filing date stamped on it.

Thank you for your time and attention to this matter.

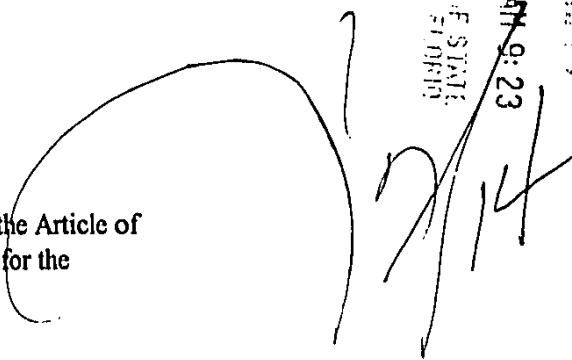
Sincerely,



David W. Lee

Enclosures: The original and a photocopy of the Article of Incorporation; \$70.00 check for the fees required.

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DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA



ARTICLE OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is American ValueTech Corporation.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of research development, import & export, wholesales & retails of domestic and foreign products.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General corporation Act and engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$0.01 per share.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 18403 Canary Lane, Lutz, Florida 33549, and the name of its initial registered agent at such address, is Yunkang Liu.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Yunkang Liu	18403 Canary Lane, Lutz, Florida 33549

and the name of its initial registered agent at such address, is Yunkang Liu.

The number of directors may be raised or lowered by amendment of the bylaws of the corporation, or shareholder's resolution, but shall in no case be less than one.

ARTICLE SEVEN

PRINCIPAL OFFICE

The principal office of the Corporation shall be is 18403 Canary Lane, Lutz, Florida 33549.

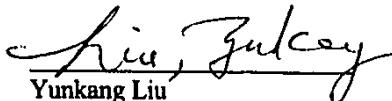
ARTICLE EIGHT

INCORPORATORS

The name and address of incorporator is:

Name	Address
Yunkang Liu	18403 Canary Lane, Lutz, Florida 33549

Executed by the undersigned at 10033 9th St. N., Suite 106, St. Petersburg, FL 33716.


Yunkang Liu
Incorporator

Date: 2/7/97

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 am familiar with and accept the obligations of my position as registered agent.

Dated: 2/7/97


Yunkang Liu
Registered Agent

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TALLAHASSEE FLORIDA