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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CHINA FINANCIAL PARTNERS, INC.

AUDIT NUMBER.....H97000005665

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

H 97000005665 CHINA FINANCIAL PARTNERS, INC.

ARTICLE I  
NAME OF CORPORATION

The name of this corporation is CHINA FINANCIAL PARTNERS, INC.

ARTICLE II  
DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of engaging in every aspect of domestic and international municipal investment advisory services, consultation on general municipal matters and any and all other related financial matters in said area as well as to conduct any lawful business under the laws of the State of Florida and of the United States.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, having a nominal or par value of \$1.00 per share.

ARTICLE V  
INITIAL REGISTERED AGENT'S OFFICE & PRINCIPAL OFFICE

The street address of the initial registered agent's office of this corporation is 6191 S.W. 45th Street, Suite 6151A, Davie, Florida, 33314 and the name of the initial registered agent at that address is STEVEN G. GLICKSTEIN. The principal address of this corporation is: 10261 S.W. 40th Street, Davie, Florida 33328.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This corporation shall have One Director constituting the initial Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws. The names and addresses of the initial Board of Directors are as follows:

PREPARED BY: STEVEN G. GLICKSTEIN, ESQ.  
6191 S.W. 45th St., - #6151A  
Davie, Fl. 33314  
Phone: (954) 321-9999

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NAME	ADDRESS	TITLE
SHELLEY LEE SCOTT-JONES	10261 S.W. 40th Street Davie, Fl. 33328	President

**ARTICLE VII  
INCORPORATORS**

The name and address of the person signing these Articles is:  
SHELLEY LEE SCOTT-JONES, 10261 S.W. 40th Street, Davie, Florida  
33328.

**ARTICLE VIII  
INDEMNIFICATION**

This corporation shall indemnify any officer or director or  
any former officer or director, to the full extent permitted by  
law.

**ARTICLE IX  
AMENDMENTS**

This corporation reserves the right to amend or repeal any  
provision contained in these Articles of Incorporation, or any  
amendment hereto, and any right conferred upon the shareholders is  
subject to this reservation. The Articles of Incorporation may be  
amended in the manner provided by law and every such amendment  
shall be approved by the Board of Directors, proposed by them to  
the stockholders and approved at a stockholders meeting by majority  
of the stock entitled to vote thereon unless all of the directors  
and stockholders sign a written statement manifesting their  
intention that a certain amendment of these Articles of  
Incorporation shall be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed  
these Articles of Incorporation this 7<sup>th</sup> day of April, 1997.

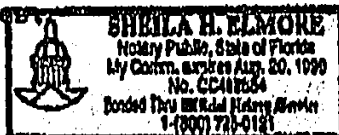
*Shelley Lee Scott-Jones*  
SHELLEY LEE SCOTT-JONES

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this  
7<sup>th</sup> day of April, 1997, by SHELLEY LEE SCOTT-JONES, who produced  
is personally known to me, as identification and who did not take  
an oath.

*Sheila H. Elmore*  
Notary Public  
Sheila H. Elmore  
Printed Name of Notary Public

My Commission Expires



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H 97000005665

CERTIFICATE OF REGISTERED AGENT FOR PURPOSES OF SERVICE OF  
PROCESS WITHIN THE STATE, NAMING THE AGENT UPON WHOM  
PROCESS MAY BE SERVED

I, STEVEN G. GLICKSTEIN, having been named to accept service  
of process for CHINA FINANCIAL PARTNERS, INC., a corporation  
desiring to organize under the laws of the State of Florida, with  
its principal office as indicated in the Articles of Incorporation,  
in the Town of Davie, County of Broward, State of Florida, do  
hereby accept to act in this capacity and agree to comply with the  
provisions of the Statutes relative to keeping open said office.

  
STEVEN G. GLICKSTEIN

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