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XIAO BING XU
ATTORNEY & COUNSELOR AT LAW
5705 HANSEL AVENUE - ORLANDO - FLORIDA 32809
VOICE (407)851-1000 FAX (407)851-1007

April 22, 1997

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

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-04/25/97--01096--008
***122.50 ***122.50

RE: CELEBRITY INVESTMENT & TRADING CORP.

Dear Sir or Madam:

I am enclosing herewith the original and one (1) copy of the Articles of Incorporation for the referenced corporation together with the original Resident Agent Form for filing.

Also enclosed is my check no: #75 in the amount of \$122.50 to cover the cost of:

- | | |
|--|---------|
| 1. Filing fees | \$35.00 |
| 2. Designation of Registered Agent | \$35.00 |
| 3. Certified Copy of Articles of Incorporation | \$52.50 |

Please return the certified copy of the Articles to this office. Thank you for your cooperation in this matter.

Sincerely,


XIAO BING XU

XXB/nn
enclosures

Xiao Bing Xu
DATE 5/14/97
CORRECTED BY PHONE TO
DATE 5/14/97
CORRECTED BY PHONE TO

97 APR 25 PM 12:57

97 APR 25 PM 12:57

**ARTICLES OF INCORPORATION
OF
CELEBRITY INVEST MENT & TRADING CORP.**

FILED
STATE
CLERK
97/12205 CH12:57

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be **CELEBRITY INVEST MENT & TRADING CORP.** The address of the principal office of this corporation shall be 22 W Monument Ave., Suite 20, Kissimmee, FL 34741, and the mailing address of the corporation shall be the same.

ARTICLE II: NATURE OF BUSINESS AND PURPOSE

This corporation may engage in or transact any and all lawful business or activities permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is One Hundred (100) having \$0.50 par value per share, all of which shall be common shares.

ARTICLE IV: DURATION

The term of existence of this corporation is perpetual.

ARTICLE V: REGISTERED AGENT

The street address of the initial registered office of this corporation is at 5705 Hansel Avenue, Orlando, Florida 32809 and the name of the initial registered agent at such address is Xiao Bing Xu, Esquire.

ARTICLE VI: DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation and its by laws. The names and addresses of the Initial Board of Directors are as follows:

NAME

ADDRESS

CHEN An Hwa

22 W. Monument Ave., Suite 20, Kissimmee,
FL. 34741

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is Xiao Bing Xu, Esquire at 5705 Hansel Avenue, Orlando, Florida 32809-4278.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this April 22, 1997.



Xiao Bing Xu, Esquire
Incorporator

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated as the registered agent in the above and foregoing Articles of Incorporation of the above named corporation, HEREBY AGREES, as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law, and otherwise accepts the obligations of the position of the registered agent under §607.0505, Florida Statutes.

Xiao Bing Xu, Resident Agent