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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: SAB RYUN INTERNATIONAL, U.S.A., INC.

AUDIT NUMBER.....H97000016187

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF
SAE RYUN INTERNATIONAL, U.S.A, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation is Sae Ryun International, USA, INC.

ARTICLE II

PURPOSE

This Corporation is organized for the purpose of engaging in any activities of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

DURATION

This corporation shall exist perpetually unless dissolved according to Florida laws.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue five thousand shares (5,000) of one dollar (\$1.00) par value Common Stock which shall be designated "Common Shares".

ARTICLE V

PRE - EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorated share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

JONG H. LEE, CPA
901 S. 60TH AVE, #260
HOLLYWOOD FL 33023

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954 - 967-0001

44-17000016187
ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By Laws, but never be less than one (1). The name and address of the initial director is:

NAME	ADDRESS
Kwang Woong Kim	1764 N.W. 20 th Street Miami, FL 33142

ARTICLE VII

INCORPORATORS

The name and address of person signing these Articles is:

NAME	ADDRESS
Kwang Woong Kim	1764 N.W. 20 th Street Miami, FL 33142

ARTICLE VIII

INDEMNIFICATION

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

ARTICLE IX

AMENDMENT

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 reservation.

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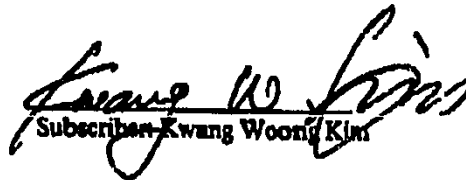
ARTICLE X

REGISTERED OFFICE AND AGENT

The name and address of the initial registered and principal office of this corporation is:

NAME	ADDRESS
Kwang Woong Kim	1764 N.W. 20 th Street Miami, FL 33142

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of SEPTEMBER, 1997


Subscriber Kwang Woong Kim

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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

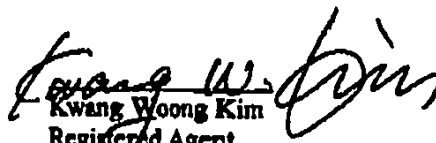
**OF
Sae Ryun International, USA, Inc.**

Pursuant to Florida Statute Sections 48.091 and 607.034, the following is submitted.

The above corporation, desiring to organize under the laws of State of Florida which its registered office as indicated in the Articles of Incorporation has named Kwang Woong Kim, located at 1764 N.W. 20th Street, City of Miami, State of Florida, as its agent to accept service of process within Florida.


Kwang Woong Kim
Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper performance of my duties.


Kwang Woong Kim
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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