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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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

Sep. 30, 1997

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

Re: Miami Vision Sport, Inc.

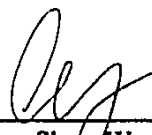
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\*\*\*\*122.50 \*\*\*\*122.50

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 in this matter.

Sincerely,

  
\_\_\_\_\_  
Cheng-Shou Wang

D/2245-01.1.ET

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -3 PM 2:54

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ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 OCT -3 PM 2:54

Miami Vision Sport, Inc.

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 Miami Vision Sport, Inc.

ARTICLE II

The existence of the corporation shall begin on the date of incorporation.

ARTICLE III

The street address of the principal office of the Corporation is 1710 SW 29th Avenue, Miami, Florida 33145

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000 shares, 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 1710 S.W. 29th Avenue, Miami, FL 33145. The initial registered agent for the Corporation at that address is Cheng-Shou Wang, 1710 SW 29th Avenue, Miami, FL 33145

ARTICLE VI

The initial board of directors shall consist of four members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Grace Chiou	1710 SW 29th Avenue, Miami, FL 33145
Li Hsiang Sun	1710 SW 29th Avenue, Miami, FL 33145

Hanry Chiou 1710 SW 29th Avenue, Miami, FL 33145

Hui Chu Chiou 1710 SW 29th Avenue, Miami, FL 33145

ARTICLE VII

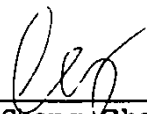
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Cheng-Shou Wang	1710 SW 29th Avenue, Miami, FL 33145

ARTICLE VIII

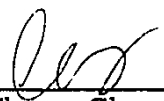
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of September, 1997

  
\_\_\_\_\_  
Name: Cheng-Shou Wang

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Miami Vision Sport, 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: Cheng-Shou Wang

Date: Sep. 30, 1997

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