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TRANSMITTAL LETTER

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

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-12/23/97--01007--006
****122.50 ****122.50

SUBJECT: GOLDEN LEAF, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM: Kam Yip
Name
3651 SW 58 Terrace
Address
Davie, FL 33314
City, State, Zip
(954) 791-2596
Telephone Number

FILED
97 DEC 23 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed only when certified copy is requested.

9/12-26-97

ARTICLES OF INCORPORATION

OF

GOLDEN LEAF, INC.

The undersigned incorporator, for the purpose of forming a corporation, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is GOLDEN LEAF, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Capital Stock

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE IV

Duration

This corporation shall have perpetual existence.

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VI
Initial Registered Office and Agent / PRINCIPAL ADDRESS

The street address of the initial registered office of this corporation is 3651 SW 58 Terrace Davie, Florida 33314. and the name of the initial registered agent of this corporation at that address is KAM YIP.

ARTICLE VII
Initial Board of Directors

The name and street address of the initial officer and director, who shall hold office the first year of the corporation's existence or until its successor is elected is:

KAM YIP
3651 SW 58 Terrace, Davie, Florida 33314

The number of directors may be either increase or decrease from time to time, but shall never be less than one.

The business and affairs of this corporation shall be managed by and under the direction of director(s).

ARTICLE VIII
Incorporator

The name and street address of the person signing these Article of Incorporation is:

KAM YIP
3651 SW 58 Terrace, Davie, Florida 33314

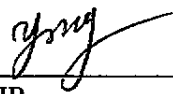
ARTICLE IX
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE X
Amendment

This corporatin reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 19th day of December, 1997

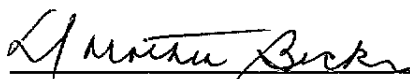


KAM YIP

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KAM YIP known to me and known by me to be the person who executed the foregoing Articles of incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, on December 19, 1997.



Notary Public
State of Florida at Large
*produced & in driver
license as identification*

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: GOLDEN LEAF, INC.

2. The name and address of the registered agent and office is:

Kam Yip
(NAME)

3651 SW 58 Terrace
(P.O. BOX NOT ACCEPTABLE)

Davie, FL 33314
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

SIGNATURE *Yong* *
TITLE PRESIDENT
DATE 12-18-97

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE * SEE SIGNATURE ABOVE
DATE _____