

AMERICAN INTERNATIONAL TRADING CENTER

1451 West Cypress Creek Road Tel: 954-928-2880
Suite 300, Crown Center Fax: 954-492-5400
FT. Lauderdale, FL 33309
Homepage: <http://www.aitcenter.com> Email: market@aitcenter.com

January 7, 1998

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

200002396892--6
-01/12/98--01062--001
*****78.75 *****78.75

Re: Z.D. International, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of Z.D. International, Inc. along with a check for \$78.75 to cover the filing fee and certificate.

Please kindly file this corporation and return to me the certificate of filing at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely yours,

Avon Lin
Avon Lin

Enclosures

FILED
98 JAN 12 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QK 1-14-98

ARTICLES OF INCORPORATION
OF
Z.D. INTERNATIONAL, INC.

FILED
98 JAN 12 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I – Name of Corporation

The name of the corporation shall be Z.D. International, Inc.

Article II – Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be:

Z.D. International, Inc.
1451 W. Cypress Creek Road, Suite 300
Fort Lauderdale, FL 33309

Article III – Nature of Business

The corporation may engage in or transact any and all activities or business permitted under the laws of the State of Florida.

Article IV – Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares with a par value of \$1.00 per share.

Article V – Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be changed from time to time by the By-laws. The name and address of the initial director of this corporation are as follows:

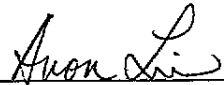
Zhandi Zhang
c/o Z.D. International, Inc.
1451 W. Cypress Creek Road, Suite 300
Fort Lauderdale, FL 33309

Article VI – Initial Registered Agent and Street Address

The name and Florida street address of this corporation's initial registered agent are:

Avon Lin
American International Trading Center
1451 W. Cypress Creek Road, Suite 300
Fort Lauderdale, FL 33309

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.



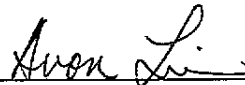
Avon Lin, Registered Agent
Dated as of January 7, 1998

Article VII - Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

Avon Lin
American International Trading Center
1451 W. Cypress Creek Road, Suite 300
Fort Lauderdale, FL 33309

The undersigned incorporator has executed these Articles of Incorporation on
January 7, 1998.



Avon Lin, Incorporator

FILED
98 JAN 12 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA