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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

January 12, 1998

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

RE: GENNOEL (USA), INC.

900002418959--0  
-02/02/98--01115--004  
\*\*\*\*122.50 \*\*\*\*122.50

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: #1949 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/nna  
enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
GENNOEL (USA), INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporation.

ARTICLE I: NAME

The name of the corporation is GENNOEL (USA), INC.

ARTICLE II: DURATION

The term of existence of the corporation is perpetual.

ARTICLE III: PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV: 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 V: REGISTERED OFFICE

The street address of the initial registered office of the corporation is 4624 W. IRLO BRONSON HWY, KISSIMMEE, FL 34746 and the name of the initial registered agent at such address is WENG CHAN LIN

ARTICLE VI: DIRECTORS

The names and addresses of the Initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
WENG CHAN LIN	4624 W. IRLO BRONSON HWY, KISSIMMEE, FL

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34746

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

WENG CHAN LIN      4624 W. IRLO BRONSON HWY, KISSIMMEE, FL  
34746

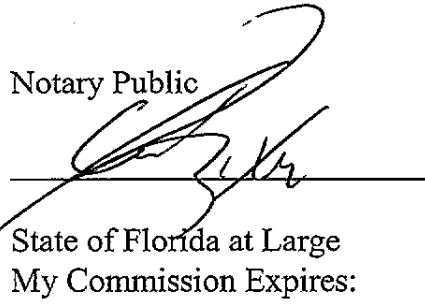
IN WITNESS WHEREOF, I have subscribed my name this January 12, 1998.

  
WENG CHAN LIN

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12 day of January, 1998, by WENG CHANG LIN, who is personally known to me or who has produced Florida Driver License or others \_\_\_\_\_ as identification and who did take an oath.

Notary Public

  
State of Florida at Large  
My Commission Expires:



STATE OF FLORIDA  
COUNTY OF ORANGE

Certificate designating place of business for the service of process within this State and naming agent upon whom process may be served.

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

GENNOEL (USA), INC., a corporation organizing under the laws of the State of Florida with its principal office at 4624 W. IRLO BRONSON HWY, KISSIMMEE, FL 34746, in the City of Orlando, County of Orange, State of Florida, has named WENG CHAN LIN at said address, as its agent to accept service of process within this state.

GENNOEL (USA), INC.

By: Lin Wang Chan  
WENG CHAN LIN, Its President

**ACCEPTANCE**

I AGREE 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.

Lin Wang Chan  
WENG CHAN LIN, Resident Agent

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