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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

April 7, 1998

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

RE: YUEH SHENG INTERNATIONAL INC.

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 #1039 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/nn
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 13 1998

**ARTICLES OF INCORPORATION
YUEH SHENG INTERNATIONAL 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 YUEH SHENG INTERNATIONAL 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 5705 Hansel Avenue, Orlando, FL 32809 and the name of the initial registered agent at such address is Xiao Bing Xu.

ARTICLE VI: DIRECTORS

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

NAME

ADDRESS

SU MEI, CHAN

5705 Hansel Avenue, Orlando, FL 32809

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TALLAHASSEE, FLORIDA

CHENG KAI, CHEN

5705 Hansel Avenue, Orlando, FL 32809

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

SU MEI, CHAN

5705 Hansel Avenue, Orlando, FL 32809

IN WITNESS WHEREOF, I have subscribed my name this April 7, 1998.

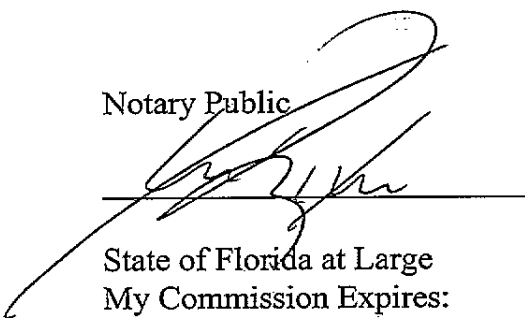


SU MEI CHAN

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7 day of April, 1998, by SU MEI CHAN, who is personally known to me or who has produced Florida Driver License or others Passport 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:

YUEH SHENG INTERNATIONAL INC., a corporation organizing under the laws of the State of Florida with its principal office at 5705 Hansel Avenue, Orlando, FL 32809, in the City of Orlando, State of Florida, has named SU MEI CHAN at said address, as its agent to accept service of process within this state.

YUEH SHENG INTERNATIONAL INC.

By: [Signature]
SU MEI CHAN, 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.

[Signature]
Xiao Bing Xu, Resident Agent



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