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ATTORNEY AT LAW  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 17 AM 11:08

July 14, 1998

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
THE CAPITOL  
TALLAHASSEE, FLORIDA 32304

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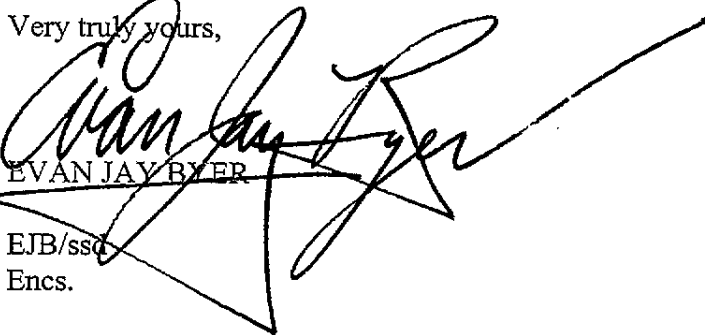
RE: Articles of Incorporation of CHINA GREAT WALL AUTO INDUSTRY CORPORATION

Dear Sir or Madam:

Enclosed is an original plus copy of the Articles of Incorporation of CHINA GREAT WALL AUTO INDUSTRY CORPORATION, plus my check no. 2265 in the sum of \$122.50. Please return the copy stamped, along with the certificate, at your earliest convenience.

Thank you for your cooperation in this matter.

Very truly yours,

  
EVAN JAY BYER

EJB/ssc  
Encs.

D. BROWN JUL 21 1998

ARTICLES OF INCORPORATION OF CHINA GREAT WALL AUTO INDUSTRY CORPORATION

The undersigned, a subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation pursuant to the laws of the State of Florida.

- ARTICLE I : The name of the corporation shall be : CHINA GREAT WALL AUTO INDUSTRY CORPORATION
- ARTICLE II : The corporation shall engage in any activity or business permitted under the laws of the State of Florida.
- ARTICLE III : The corporation shall be organized to have a maximum of 1000 shares of stock outstanding. The shares shall have a par value of \$1.00 (one dollar) per share.
- ARTICLE IV : The name of the resident agent and address of the registered office and principal office are:  
SEL GILBERT 1999 N.E. 150TH STREET  
MIAMI, FLORIDA 33181
- ARTICLE V : The corporation shall have one director. The number of directors may be increased from time to time by by-laws adopted by the shareholders.
- ARTICLE VI : The amount of capital with which the corporation shall commence business shall be not less than five hundred dollars.
- ARTICLE VII : The corporation shall exist perpetually.
- ARTICLE VIII : The name and address of the first board of directors is:  
SEL GILBERT 1999 N.E. 150TH STREET  
MIAMI, FLORIDA 33181
- ARTICLE IX : The name and address of the subscriber to these Articles of Incorporation and the number of shares he/she has agreed to take is:  
SEL GILBERT 1999 N.E. 150TH STREET 500 shares.  
MIAMI, FLORIDA 33181
- ARTICLE X : These Articles of Incorporation may be amended in any manner provided by law.

  
SUBSCRIBER

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared SEL GILBERT, to me known to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein stated.

  
OFFICIAL NOTARY SEAL  
EVAN JAY BYER  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires: COMMISSION NO. CC727994  
COMMISSION EXPIRES APR. 20, 2002

DESIGNATION OF REGISTERED AGENT

CHINA GREAT WALL AUTO INDUSTRY CORPORATION, a corporation desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Miami, State of Florida, has named SEL GILBERT, situate at 1999 N.E. 150TH STREET, MIAMI, FLORIDA, 33181, in the City of Miami, State of Florida, as its agent to accept service of process.

  
CORPORATE OFFICER TITLE DATE

I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as Resident Agent.

  
RESIDENT AGENT

DATE

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