

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL 23 AM 10:33

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Red China Beverage Corp.

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****122.50 ****122.50

- Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

DIVISION OF CORPORATIONS
98 JUL 23 AM 9:34

Signature _____

Requested by: Cher 7.23 912

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

RP
07-23-98

ARTICLES OF INCORPORATION
OF
RED CHINA BEVERAGE CORP.

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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

The name of the corporation is RED CHINA BEVERAGE CORP.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 444 Brickell Avenue, Suite 400, Miami, FL 33133.

ARTICLE III: CAPITAL STOCK

The number of common shares of stock that this corporation is authorized to have outstanding is Seventy-five Million (75,000,000) shares.

The number of preferred shares of stock that this corporation is authorized to have outstanding is Ten Million (10,000,000) shares.

ARTICLE IV: REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Russell B. Adler, Esq. 444 Brickell Avenue Suite 400, Miami, FL 33133

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Russell B. Adler, Esq. 444 Brickell Avenue Suite 400 Miami, FL 33131

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is:

Russell B. Adler, P/D - 444 Brickell Avenue Suite 400, Miami, FL 33131

Patrick McGovern, VP/D- 444 Brickell Avenue Suite 400, Miami, FL 33131

The undersigned has executed these Articles of Incorporation this 22 day of July, 1998.


Russell Adler, Incorporator/President

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

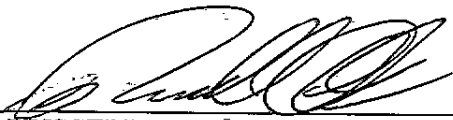
Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is **RED CHINA BEVERAGE CORP.**
2. The name and address of the registered agent and office is

Russell B. Adler, Esq.,
444 Brickell Ave. Ste. 400 Miami, FL 33131

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 CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

RUSSELL B. ADLER, ESQ.



RUSSELL ADLER

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