

P98000078565

Xionghui Chen
1057 S.E. 17 Street, #205
Fort Lauderdale, Florida 33316
TEL/FAX (954) 522-6405

September 3, 1998

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

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-09/04/98--01110--011
****122.50 ****122.50

Re: XI LI U.S.A., Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,


Xionghui Chen

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

XI LI U.S.A., INC.

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ARTICLE I. CORPORATE NAME

The name of this corporation is XI LI U.S.A., INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The corporation is organized for the purpose of transacting and conducting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred thousand shares.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be Xionghui Chen, 1057 S.E. 17 Street, #205, Fort Lauderdale, Florida 33316.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street address are:

Xiao Wen Yen	1057 S.E. 17 Street, #205, Fort Lauderdale, Florida 33316
Xionghui Chen	1057 S.E. 17 Street, #205, Fort Lauderdale, Florida 33316
Boping Wu	1057 S.E. 17 Street, #205, Fort Lauderdale, Florida 33316
Johanna Chu Yen	1057 S.E. 17 Street, #205, Fort Lauderdale, Florida 33316

The persons named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first. The directors are elected in accordance with the Corporation's by-laws.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Xionghui Chen, 1057 S.E. 17 Street, #205, Fort Lauderdale, Florida 33316.

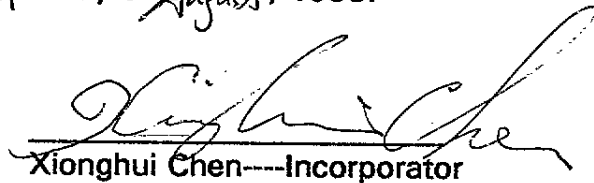
ARTICLE IX. PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be:
1057 S.E. 17 Street, #205, Fort Lauderdale, Florida 33316.

ARTICLE X. AMENDMENT

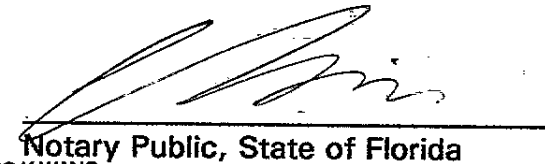
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on this 31th day of August, 1998.


Xionghui Chen---Incorporator

STATE OF FLORIDA §
COUNTY OF BROWARD §

BEFORE ME, a Notary Public, personally appeared Yen Min Hults, to me well known, to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on 8-31, 1998.


Notary Public, State of Florida

My commission expires:

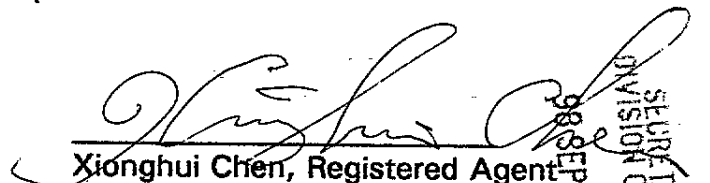


CHING K WANG
My Commission CC497020
Expires Sep. 20, 1999

THAT XI LI U.S.A., Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Fort Lauderdale, Broward County, Florida, has named Xionghui Chen, located at 1057 S.E. 17 Street, #205, Fort Lauderdale, Florida 33316., as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Xionghui Chen, Registered Agent

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