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BASIC AMENDMENT

XI LI U.S.A., INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

5/25/00 10:55 AM



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 25, 2000

XI LI U.S.A., INC. 1057 S.E. 17 STREET #205 FORT LAUDERDALE, FL 33316

SUBJECT: XI LI U.S.A., INC.

REF: P98000078565

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment is supposidly for the subject corporation. However, the name of CHINA RAINBOW, INC. is listed in the first paragraph.??? Please correct.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Susan Payne Senior Section Administrator FAX Aud. #: H00000028629 Letter Number: 300A00029920

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OO MAY 25 PM 4: 22 SECRETARY OF STATE TALLAHASSEE, FLORID

ARTICLES OF AMENDMENT XI LI U.S.A., INC.

The following provisions of the Articles of Incorporation of XI LI U.S.A., INC., a Florida corporation, duly filed in Tallahassec, Florida, be and are hereby amended in the following particulars:

ARTICLE V REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street and mailing address of the present office and registered agent of the corporation is: 3109 STIRLING ROAD, SUITE 101, FT. LAUDERDALE, FL 33312 and the name of the registered agent of this corporation at the address is LINFENG ZHOU.

ARTICLE VII DIRECTORS

This corporation shall have not less than one (1) director.

The name and address of the present directors of the corporation are:

XIAOWEN YAN

11759 SW 187 STREET, CORAL SPRINGS, FL 33071

ARTICLE IX PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be: 3109 STIRLING ROAD, SUITE 101, FT. LAUDERDALE, FL 33312.

The foregoing Amendments were adopted on May 24 _____, 2000,

The foregoing amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

XIAOWEN YAN, President, Director and shareholder

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ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for XI LI U.S.A., INC., at the place designated in this certificate, being familiar with the duties and responsibilities as registered agent for said corporation. I hereby agree to act in such capacity and I further agree to comply with the provisions of said Act with respect to keeping such office open.

LINERNO ZHOU, Registered agent

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Prepared by: Linfeng Zhou, Esq., 3109 Stirling Road, Suite 101, Pt. Landerdale, 17, 53312, (954) 983-6176, Pt. Bar #: 0033420