

P9800083165

Richard Xue
5365 N.W. 119 Terrace,
Coral Springs, FL 33076

September 21, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-09/24/98--01026--010
****122.50 ****122.50

Dear Sir:

Enclosed is a check in the amount of \$122.50 and two copies of a charter in connection with the incorporation of Holey International Inc. in the State of Florida. The amount of the check is broken down as follows:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	\$52.50
	<hr/>
	\$ 122.50

The second copy is for you to certify the charter and please return to me.

Sincerely yours,

Richard Xue

Richard Xue

Enclosures

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9-25
185

ARTICLES OF INCORPORATION

OF

HOLEY INTERNATIONAL INC.

The undersigned , being natural persons of full age and acting as Incorporators for the purpose of organizing Holey International inc. ("Corporation") pursuant to the Florida Business Corporation Act , Chapter 607.0202 do hereby state:

1. NAME.

The name of the Corporation is Holey International Inc.

2. INITIAL REGISTERED OFFICE AND AGENT.

The registered office of the Corporation in the State of Florida is 5365 N.W. 119 Terrace, Coral Springs, Florida 33076. The registered agent at this address is Richard Xue , a resident of State of Florida and an officer of the Corporation.

3. DURATION.

The Corporation shall have perpetual existence.

4. PURPOSES.

The purpose for which this Corporation is organized are:

- a. To conduct international trade and business with foreign countries; and
- b. To provide business information and consulting services concerning international business and carry on such other business and do all other things incidental thereto which are not forbidden by law or by these Articles of Incorporation.

5. POWERS.

The Corporation may exercise any powers , without limitation whatsoever , not prohibited by law or by these Articles of Incorporation. Such powers shall include , but not be limited to:

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- a. Electing or appointing officers and agents of the Corporation and fixing their compensation ;
- b. Entering into contracts , partnership agreements , joint ventures or other associations of any kind with any person (s) or legal entity (ies) ;
- c. Acting as an agent for any individual , association, cooperative , partnership , corporation , stock company , joint enterprise , state enterprise , government or other legal entity formed under US. or foreign law;
- d. Receiving , acquiring , holding , selling , disposing of , or exercising rights arising out of the possession of (or , if applicable , the ownership of) shares or other interests in, property of , or obligations of , individuals , associations, cooperatives , partnerships, corporations , stock companies , joint enterprises, state enterprises , governments or other legal entities;
- e. Paying compensation , or paying additional compensation , to any or all directors, officers and employees on account of services previously rendered to the Corporation , whether or not an agreement to pay such compensation was made before such services were rendered;
- f. Receiving , acquiring , holding ,pledging , transferring , or otherwise disposing of the Corporation , provided such shares are only purchased , directly or indirectly , out of earned surplus ; and
- g. Making loans , payments or donations or doing any other business and affairs of the Corporation.

6. AUTHORIZED STOCK

The total number of shares which the Corporation is authorized to issue is 1,000 Common Stock , with value of \$ 1.00.

7. CONSIDERATION FOR SHARES.

Stocks shall be issued for such consideration , as shall be fixed from time to time by the Board of Directors. In the absence of fraud , the judgment of the Directors. in the absence of fraud , the judgment of the Directors as to the Value of any property or services received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors , such shares shall be considered to be fully paid and non-assessable.

8. PRE-EMOTIVE RIGHTS.

Except as may otherwise be provided for in these Articles of Incorporation , no holder of any shares of the stock the Corporation shall have any pre-emotive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation , of any class now or hereafter authorized ,or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for , purchase , or otherwise acquire such shares.

9. STOCK RIGHTS AND OPTIONS.

The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock , upon such terms and conditions as the Board of Directors may ,by resolution , provide. In the absence of fraud , the judgment of the Directors as to the value of any property or services received in full or partial payment for any such rights, warrants or options shall be conclusive.

10 SIZE OF THE BOARD.

The number of directors shall be specified in the By-laws of the Corporation , and such number may from time to time be increased or decreased in such manner prescribed by the BY-Laws. Directors need not be shareholders.

11. INITIAL DIRECTORS

The names and addresses of the initial directors are :

Dongning He , president
7763 Rockport Circle , Lake Worth . FL 33467

Xu Lei , Vice Present
7763 Rockport Circle, Lake Worth FL 33467

Richard Xue , Secretary
7763 Rockport Circle, Lake Worth FL 33467

12. MANAGEMENT

For the management of business, and the conduct of the affairs of the Corporation, the Board of Directors shall have the power to do all such acts and things as may be exercised or done by the Corporation , subject to the provisions of the laws of the State of Florida , these Articles of Incorporation , and the BY-Laws of the Corporation. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida , the Board of Directors is expressly authorized and empowered:

- a. To make , amend , alter and repeal the By-Law, subject to the power of the shareholders to alter or repeal the By - Laws made by the Board of Directors ;
- b. To determine whether and what part of the earned surplus of the Corporation shall be paid in dividends to shareholders , and to direct and determine other use (s) and disposition (s) of any such earned surplus;
- c. To fix , from time to time , the amount of profits of the Corporation to be reserved as working capital or for any other lawful purpose (s) ;
- d. To establish and maintain a sinking fund or such other accounting reserves as it may deem necessary and proper for the operation of the Corporation ;
- e. To establish bonus , profit - sharing , stock option , or other types of incentive compensation plans for employees, including officers and directors of the Corporation , and to fix the amount of profits to be shared or distributed , and to determine the persons to participate in any such plans and the amount of their respective participation ;
- f. To designate , by resolution (s) passed by a majority of the whole Board , one or more committees , each consisting of two or more directors, which , to the extent permitted by law and the BY-Laws of the Corporation , and authorized by resolution , shall have and may exercise the powers of the Board ; and
- g. To provide reasonable compensation for its own members and to fix the terms and conditions upon which such compensation will be paid.

13 PLACE OF MEETING AND CORPORATE RECORDS.

Subject to the laws of the State of Florida , the shareholders and directors shall have the power to hold their meetings ,and the directors shall have the power to maintain an office or offices and the books of the Corporation , at such place , in or outside the State of Florida , as may from time to time be determined in the Bylaws or by appropriate resolution.

14. AMENDMENTS TO ARTICLES OF INCORPORATION.

The provisions of these Articles of Incorporation may be amended , altered , or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Florida , and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors , officer and shareholders are granted subject to this reservation.

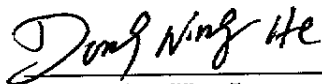
15. INCORPORATOR

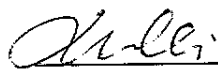
The names and address of incorporators are :

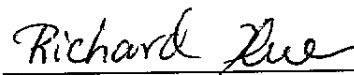
DongNing He
7763 Rockport Circle , Lake Worth , FL 33467

Xu Lei
7763 Rockport Circle , Lake Worth , FL 33467

Richard Xue ,
7763 Rockport Circle, Lake Worth FL 33467


DongNing He , Incorporator


Xu Lei , Incorporator


Richard Xue , Incorporator

Date :

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Holey International Inc.

2. The name and address of the registered agent and office is:

Richard Xue

(NAME)

53⁶⁵ N.W.119 Terrace

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Coral Springs , Florida 33076

(CITY/STATE/ZIP)

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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 capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Richard Xue

(SIGNATURE)

09-21-98

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314