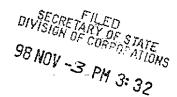
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Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314



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٠	1		Shena F	Tua Meng	Internat	ional	Investment	Co. USA
	•	SUBJECT: Sheng Hua Meng International Investment Co. US (Proposed corporate name - must include suffix)						
		Enclosed is an original and one(1) copy of the articles of incorporation and a check f						
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	FROM: William S. Huang Name (Printed or typed)							
			2905					
	•			Lakeview Dr. Address				
				Fern Pa	ck, F	'L 327	730	
				City, State & Zip				
						((407) 830-00	168
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NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 12, 1998

WILLIAM S. HUANG 2905 LAKEVIEW DRIVE FERN PARK, FL 32730

SUBJECT: SHENG HUA MENG INTERNATIONAL INVESTMENT COL. U.S.A.

Ref. Number: W98000023174

We have received your document for SHENG HUA MENG INTERNATIONAL INVESTMENT COL. U.S.A. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

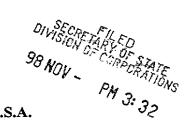
Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Letter Number: 398A00050608

Doris Brown Document Specialist

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



ARTICLES OF INCORPORATION OF SHENG HUA MENG INTERNATIONAL INVESTMENT CO. U.S.A.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation pursuant to Section 607.0202 of the Florida Statutes.

ARTICLE I NAME OF CORPORATION

The name of the corporation shall be:

SHENG HUA MENG INTERNATIONAL INVESTMENT CO. U.S.A.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

- A. The total authorized capital stock of this corporation is TWENTY TWO MILLION (22,000,000.00) shares of Common Stock, par value \$100.00 per share.
- B. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street and mailing address of the principal office of this corporation in the State of Florida is 2905 LAKEVIEW DRIVE, FERN PARK, FLORIDA, 32730, directors may from time to time move the principal office to another address in Florida.

ARTICLE VI NUMBER OF DIRECTORS

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

ARTICLE VII FIRST BOARD OF DIRECTORS

The name and street address of the initial member(s) of the Board of Directors are:

LI PIN YAN, CHAIRMAN OF THE BOARD 2905 LAKEVIEW DRIVE, FERN PARK, FL 32730

WILLIAM S. HUANG, VICE CHAIRMEN OF THE BOARD 2905 LAKEVIEW DRIVE, FERN PARK, FL 32730

CHENG ZHAN ZHANG, PRESIDENT 2905 LAKEVIEW DRIVE, FERN PARK, FL 32730

ZHI YU DAI, VICE PRESIDENT 2905 LAKEVIEW DRIVE, FERN PARK, FL 32730

CHUN LIN ZHANG, VICE PRESIDENT 2905 LAKEVIEW DRIVE, FERN PARK, FL 32730

TING TING YAN, FINANCE MAJORDOMO 2905 LAKEVIEW DRIVE, FERN PARK, FL 32730

ARTICLE VIII INCORPORATOR

The name and street address of the Incorporator of the Articles of Incorporation is:

William S. Huang, 2905 Lakeview Drive, Fern Park, Florida 32730

ARTICLE IX OFFICERS OF THE CORPORATION

The name and address of the officers of the corporation are:

Li Ping Yan, Board of Chairmen 2905 Lakeview Drive, Fern Park, Florida 32730

William S. Huang, Vice Chairmen of the Board 2905 Lakeview Drive, Fern Park, Florida 32730

Zheng Zhan Zhang. President 2905 Lakeview Drive, Fern Park, Florida 32730 DIVISION OF CORPORATIONS

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Zhi Yu Dai, Vice President 2905 Lakeview Drive, Fern Park, Florida 32730

Chun Lin Zhang, Vice President 2905 Lakeview Drive, Fern Park, FL 32730

Ting Ting Yan, Finance Majordomo 2905 Lakeview Drive, Fern Park, Fl 32730

ARTICLE X INITIAL OFFICE AND REGISTERED AGENT

The street and mailing address of the initial office an registered agent of this corporation at the address is: 2905 Lakeview Drive, Fern Park, FL 32730, WILLIAM S. HUANG.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of September, 1998.

William S. Huang, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501 or 617.0501, Florida Statues. The following is submitted:

SHENG HUA MENG INTERNATIONAL INVESTMENT CO. U.S.A. a corporation being organized under the laws of the State of Florida, with its principal place of business at 2905 LAKEVIEW DRIVE, FERN PARK, FL 32730, has named WILLIAM S. HUANG as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for SHENG HUA MENG INTERNATIONAL INVESTMENT CO. USA, at the place designated in this certificate, I hereby agree to act with respect to keeping such office open.

William S. Huang