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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

SHANGHAI-NEKO, INC.

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHANGHAI-NEKO, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is SHANGHAI-NEKO, INC..

ARTICLE II

This existence of this corporation shall be perpetual unless dissolved according to Florida law. In the event of dissolution of this corporation, all remaining assets of the corporation shall be transferred and delivered according to Florida law.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The address of the principal office of the Corporation is
41 Island Drive, Key Biscayne, Florida 33149.

ARTICLE V

The initial mailing address of this corporation shall be:
41 Island Drive, Key Biscayne, Florida 33149.

This document prepared by:
Lisette Salazar, Esq., Fla Bar No. 0977410
50 West Mashta Dr. #2, Key Biscayne, Fl. 33149

(305)361-1383

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ARTICLE VI

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VII

The corporation shall be managed by a Board of Directors. The number of Directors, method of election and the method of removal of Directors shall be as provided in the By-laws of the corporation. The initial board of directors shall consist of one member. The name and address of the persons who will serve on the initial board of directors are:

Brigitte De Langeron
41 Island Drive
Key Biscayne, Florida 33149

ARTICLE VIII

The corporation shall have such Officers with such duties as provided in the By-laws.

ARTICLE IX

The By-laws of this corporation may be adopted, altered, amended or repealed by the Directors.

ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in

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accordance with the provisions of the Florida General Corporation Act.

ARTICLE XII

The initial street address of the Corporation's registered office is Roberts & Salazar, L.L.P., 50 West Mashta Drive, Suite 2, Key Biscayne, Florida 33149. The initial registered agent for the Corporation at that address is Lisette Salazar, Esq.

ARTICLE XIII

The names and street address of the person signing articles of incorporation is:

Lisette Salazar, Esq.
Roberts & Salazar, L.L.P.
50 West Mashta Drive,
Suite 2,
Key Biscayne, Florida 33149.

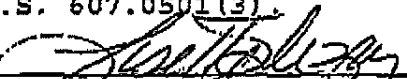
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of December, 1998.


Lisette Salazar, Esq.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SHANGHAI-NEKO, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Lisette Salazar, Esq.

STATE OF FLORIDA, COUNTY OF MIAMI-DADE) SS:

The foregoing instrument was acknowledged before me this 17th day of December, 1998 by Lisette Salazar, who is personally known to me V or who has produced _____ as identification.

My Commission Expires:



OFFICIAL NOTARY SEAL
ELIZABETH S. PALMER
COMMISSION NUMBER
CC468030
NOTARY PUBLIC, STATE OF FLORIDA

Notary Public, State of Florida

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