

P99000036551

FANG - FANG ZHANG

Attached Please Find Corporate  
Papers. if any Questions  
Please Call me at 572-0072  
Area Code (305).

295 N.W. 26 Street  
Miami, FL 33127

Thank You

FILED  
99 APR 21 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

200002840132--9

-04/15/99--01071--003

\*\*\*\*\*87.50 \*\*\*\*\*87.50

W99-9087

DMC  
4/16/99

2544



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 16, 1999

FANG-FANG ZHANG  
295 NW 26 STREET  
MIAMI, FL 33127

SUBJECT: MILLENNIUM SHOES CORPORATION  
Ref. Number: W99000009087

We have received your document for MILLENNIUM SHOES CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 499A00019550

*Note: Attached Please find Revised Corporate Papers. I called in and we checked that this new name was OK to file Millennium Shoes Corp USA. Please Contact us if any questions.*

FILED

99 APR 21 PM 4:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF CORPORATION OF

MILLENNIUM SHOES CORPORATION U.S.A.

ARTICLE I

NAME

The name of this corporation is:

MILLENNIUM SHOES CORPORATION U.S.A.

ARTICLES II

NATURE OF BUSINESS

This business is being formed for the following purpose:

To conduct any and all business activities permitted by the laws of the state of Florida.

To generally have and exercise all powers, rights, and privileges necessary and incident to carrying out properly the objects herein mentioned.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the objects herein before enumerated or incidental to the purpose and powers herein the named or for the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the law of the state of Florida. The date on which corporate existence shall begin is the date on which these articles of corporation are filed with the state of Florida.

## ARTICLE IV

### CAPITAL STOCK

This corporation is authorized to issue 100 shares of 1.00 par value common stock, which shall be designated "common stock"

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT /PRINCIPAL OFFICE

The street address of the initial registered office of corporation is 295 n.w. 26 street Miami, Florida 33127

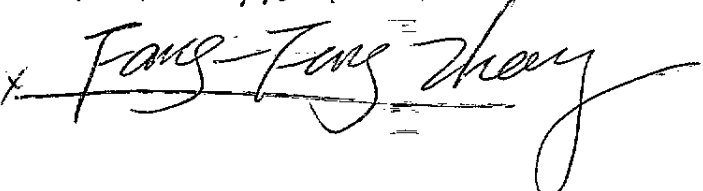
And of the initial registered agent of this corporation at the address is Fang-  
Fang Zhang .

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially The number of directors may increase from time to time by the by-laws but shall never be less than one the names and addresses of the initial directors of this corporation are:

Fang- Fang Zhang  
295 N.W. 26 Street  
Miami, Florida 33127

title: President.  


## ARTICLE VII

### CLASSES OF DIRECTORS

The by-laws of this corporation may provide that the directors be divided into two or more classes whose terms of office shall respectively expire at different times, provide that no such term shall continue longer than three years and provided further than at least one fourth in number of the directors shall be elected annually.

## ARTICLE VIII

### AMENDMENT TO ARTICLE OF INCORPORATION AND BY-LAWS

These corporations reserve the right to amend or repeal any provisions contained in these articles of incorporation or any amendment here and any right conferred upon the shareholders is subject to this reservation. Further the power to adopt alter amend or repeal by-laws shall be vested in the board of directors and the shareholders of this corporation.

## ARTICLE IX

### POWERS

This corporation shall have all of the corporate powers enumerated in the Florida general corporation act.

## ARTICLE X

### DIVIDENDS

Dividends payable on shares of any class may be paid to the holder of shareholders of any other class.

## ARTICLE XI

### INDEMNIFICATION

This corporation shall indemnify any and all of this directors, officers, employees or agents of former director officers, employees or agents or any person or persons who may have reserved at its request as a director officer employee or agent of another corporation partner ship, joint venture, trust or other enterprise in which it own shares of capitol stock or of which it is creditor to the full extent permitted by law. The expenses including the judge of any judgement, fines, settlements, and counsels fee actually and necessarily paid or incurred in connection with any action sued or processing whether civil, criminal, administrative or investigative and any appeal thereof to which any such person or his legal representative may be made a

party by reason of his being or having been a director, officer, employee or agent as herein provided.

The foregoing right of indemnification shall not be exclusive of any other rights to which any directors, officers, employees, or agent may be entitled as a matter of law he may be lawfully granted.

## ARTICLE XII

## INCORPORATE

The name and address of the person signing these articles are:

Fang- Fang Zhang  
295 N.W. 26 Street  
Miami, Florida 33127

x 

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation

Dated: April 8, 1999

FILED

99 APR 21 PM 4: 38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

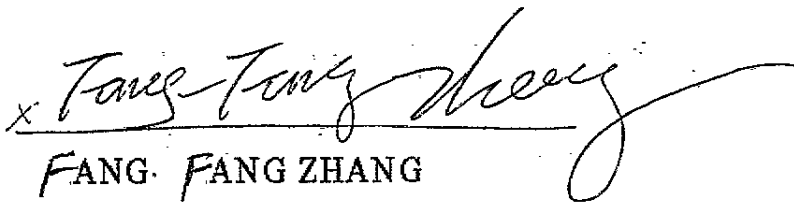
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of chapter 48.091, Florida statues, the following is submitted in compliance with said act:

That MILLENNIUM SHOES CORPORATION<sup>U.S.A.</sup> desiring to organize under the laws of the state of Florida with its initial registered office, as indicated in the certificate of incorporation, at the city of Miami, County of Dade, State of Florida has named Fang<sup>U.S.A.</sup> Fang Zhang at 295 N.W. 26 street Miami, Florida county of Dade, State of Florida as its agent to accept service of process within this office. We accept the fact that both the agent and corporation have the same address.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of set act relative to keeping open said office.

x   
FANG. FANG ZHANG