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July 9, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

100002929931--9
-07/13/99--01053--001
*****78.75 *****78.75

RE: NANO MATERIALS, INCORPORATED

Ladies and Gentlemen:

Enclosed is the original and one copy of the proposed Articles of Incorporation for the above-named corporation, a Registered Agent Designation, and a check to your order in payment of the following items:

1.	Filing	\$ 35.00
2.	Certified copy of the Articles of Incorporation	\$ 8.75
3.	Registered Agent Designation	<u>\$ 35.00</u>
	TOTAL	\$ 78.75

Please send the certified copy of the Articles of Incorporation to the undersigned.
Thank you for your assistance.

Very truly yours,



MITCHELL S. GOLDMAN

MSG:th

FILED
99 JUL 13 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUL 20 1999

**ARTICLES OF INCORPORATION
OF
NANO MATERIALS, INC.**

FILED
99 JUL 13 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is **NANO MATERIALS, INC.**

ARTICLE II
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III
Purposes

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

ARTICLE IV
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V
Initial Registered Office and Agent

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: **DAN ZHOU, 8603 BUTTERNUT BLVD., ORLANDO, FLORIDA 32817.**

The principal office of the corporation is as follows: 8603 BUTTERNUT BLVD.,
ORLANDO, FLORIDA 32817.

ARTICLE VI
Directors

Section 6.1 Number. This corporation shall have two directors (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The names and street addresses of the initial directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Dan Zhou	8603 BUTTERNUT BLVD., ORLANDO, FLORIDA 32817
Lee Chow	8603 BUTTERNUT BLVD., ORLANDO, FLORIDA 32817

ARTICLE VII
Incorporator

The name and street address of the incorporator of this corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Dan Zhou	8603 BUTTERNUT BLVD., ORLANDO, FLORIDA 32817

ARTICLE VIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

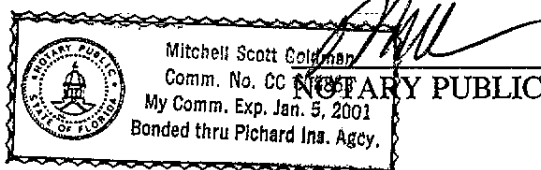
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 7 day of Dec, 1999.

x [Signature]
Dan Zhou

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 1 day of Dec, 1999,
by Dan Zhou

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091, 607.034, the following is submitted:


NANO MATERIALS, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Dan Zhou as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 8603 BUTTERNUT BLVD., ORLANDO, FLORIDA 32817.



Dan Zhou

DATED: 6/7, 1999

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Dan Zhou

DATED: 6/7, 1999