

NEW CENTURY INVESTMENT & TRUST CO., INC.
IN C/O SALVATORE SAM ARENA
10185 COLLINS AVE. SUITE 1509
BAL HARBOUR, FLORIDA 33154-1607
TEL / FAX 305-865-9504

Secretary of State

Date: 08/19/99

Florida Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

P990000076246

800002966458-0
-08/23/99--01014--004
*****70.00 *****70.00

Re: NEW CENTURY INVESTMENT & TRUST CO., INC.

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation relative to the above captioned corporation. Also enclosed is our check to your order to cover the charges listed below:

Filing Fee	\$ <u>70.00</u>
Certified Copy	\$ _____
Registered Agent Designation	\$ _____
Total	\$ <u>70.00</u>

Please file the enclosed Articles and return the certified copy to the undersigned at the above address. Should you need any additional information, please contact the undersigned.

Thank you for your cooperation herein.

Sincerely,

By: 

SALVATORE SAM ARENA

Enclosures

FILED
99 AUG 23 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS8/24/99

ARTICLES OF INCORPORATION

OF

NEW CENTURY INVESTMENT & TRUST CO., INC.

I/We, the undersigned, in order to form a corporation under and pursuant to the provisions of an act of the Legislature of the State of Florida, does/do hereby subscribe to these Articles of Incorporation.

1.

The name and address of the corporation is:

NEW CENTURY INVESTMENT & TRUST CO., INC.
IN C/O SALVATORE SAM ARENA
10185 COLLINS AVE. SUITE 1509
BAL HARBOUR, FLORIDA 33154-1607

2.

The duration of the corporation shall be perpetual.

3.

The purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

4.

The aggregate number of shares which the corporation shall have the authority to issue shall be:

(a) 100 shares of common voting stock.

5.

The Registered Agent and his address is as follows:

SALVATORE SAM ARENA
10185 COLLINS AVE. SUITE 1509
BAL HARBOUR, FLORIDA 33154-1607

FILED
99 AUG 23 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6.

The Board of Directors shall consist of one or more individuals, with the number specified in or fixed in accordance with its By-Laws. The number of Directors may be increased, or decreased from time to time by amendment to, or in the manner provided in, the By-Laws.

7.

The name(s) and post office address(es) of the original subscriber(s) to these Articles is/are:

SALVATORE SAM ARENA
10185 COLLINS AVE. SUITE.1509
BAL HARBOUR, FLORIDA 33154-1607

7 (a).

The name(s) of the initial officer(s) and director(s) is/are:

SALVATORE SAM ARENA , CEO & PRESIDENT
DR. YUN-JU HE , SECRETARY TREASURER

8.

This corporation shall have the initial officer(s) herein listed and may have other officers so described in its By-Laws, who will be appointed by the existing officers or the Board Directors.

Each officer has the authority and shall perform the duties set forth in the By-Laws or, to the extent consistent with the By-Laws, the duties prescribed by the Board of Directors or by the direction of any officer authorized by the By-Laws or the Board of Directors to prescribe the duties of the officers.

9.

This Corporation may in its By-Laws confer powers upon its Directors, in addition to any other powers, and authorities conferred upon them by Statutes.

10.

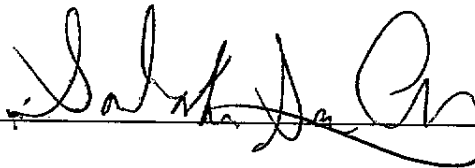
Both the Stockholders and the Directors of this Corporation shall have the power to hold their meetings, and to have one or more offices, within or without the State of Florida.

11.

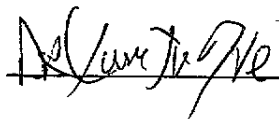
These Articles of Incorporation of this Corporation may be amended, changed, altered, or repealed in the manner now or hereafter prescribed by Florida Statutes and all rights conferred upon the Stockholders herein are granted subject to this reservation.

I, (We), the undersigned being all of the undersigned subscriber(s) to the capital stock, as recited herein, do/does make, subscribe and acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly, have heretofore set our hand (s) and seal (s), this 19 day of August, 1999.

SALVATORE SAM ARENA (50%)

 (Seal)

DR. YUN-JU HE (50%)

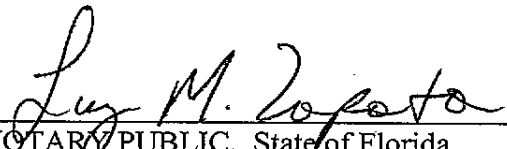
 (Seal)

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this 19 day of August 1999,
before me personally appeared SALVATORE SAM ARENA, to me well known to be
the subscriber(s) described herein, and who signed the foregoing Certificate of
Incorporation and who acknowledge before me that they signed, sealed and delivered
same for the uses and purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal
at Dade County, State of Florida, the day and year first above written.



NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



Luz M Zapata
My Commission CC628013
Expires March 09, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.


In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted in
compliance with said Act:

FIRST ----- that NEW CENTURY INVESTMENT & TRUST CO., INC. ,
desiring to organize under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation at the City of BAL HARBOUR , County
of Dade , State of Florida , has named SALVATORE SAM ARENA ,
located at 10185 COLLINS AVE SUITE 1509 , County of Dade , State of Florida ,
as its agent to accept service of the process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By:


SALVATORE SAM ARENA
(Registered Agent)

99 AUG 23 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED