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December 21, 1999

State of Florida  
Corporate Record Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

700003077987--3  
-12/22/99-01057-013  
\*\*\*\*122.50 \*\*\*\*78.75

RE: Jing-Tang Herbal, Inc.

Dear Sir/Madam:

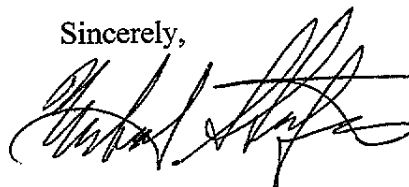
Enclosed are the Articles of Incorporation for the above corporation, together with our trust account check for \$122.50 to cover the following:

|                |                 |
|----------------|-----------------|
| Filing Fee     | \$70.00         |
| Certified Copy | <u>\$52.50</u>  |
| Total          | <u>\$122.50</u> |

Please send a certified copy to me at your earliest convenience.

Thank you for your prompt services in this regard. Should you have any questions, feel free to contact me at the above number.

Sincerely,



MICHAEL A. SIEFERT

MAS:jfs  
Enclosures

Michael Siefert GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT remove DBA  
DATE 12-30-99  
DOC. EXAM BR

FILED  
99 DEC 22 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-30-99

**ARTICLES OF INCORPORATION OF**  
**JING-TANG HERBAL, INC.**

FILED  
99 DEC 22 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of this Corporation is **JING-TANG HERBAL, INC.**
2. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.
3. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock, having a par value of \$1.00 per share.
4. This Corporation shall have perpetual existence commencing upon filing of these Articles.
5. The Registered Agent and the street address of the initial registered agent of this corporation in the State of Florida shall be: Lesia Teel Stahl, of 9791 NW 160<sup>th</sup> Street, Reddick, FL 32686, who by signature herein is accepting designation as Resident Agent.
6. The initial stockholders will be as follows:

Lesia Teel Stahl

Huisheng Xie


And others, as determined at the initial meeting of incorporators  
and shareholders

Shares held by each shareholder may not be sold or otherwise transferred to other persons or other entities, except as follows: a) sold back to the corporation at a price agreed to between the seller and the remaining shareholders, or if no price is found agreeable then at a price as determined by an independent appraiser; or b) devised by will to either a surviving spouse, descendant or other member of the immediate household at time of death; or c) to any third party after written consent to such conveyance by a majority vote of the remaining shares of stock. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article.

7. The initial offices and officers shall be as follows:  
Huisheng Xie                      President  
Lesia Teel Stahl                  Secretary-Treasurer

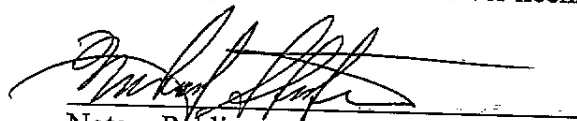
8. The business of this corporation shall be managed by the stockholders of the corporation, rather than by a Board of Directors.
9. The corporation may indemnify any officer or employee, or any former officer or employee, to the full extent permitted by law.
10. The name and principal street address of the person signing these Articles of Incorporation as the incorporator is: Lesia Teel Stahl, of 9791 NW 160<sup>th</sup> Street, Reddick, FL 32686.
11. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation, by a simple majority vote of the outstanding shares of stock.
12. The principal place of business shall be: 9791 NW 160<sup>th</sup> Street, Reddick, FL 32686.
13. Both the President and the Secretary-Treasurer, acting in their sole capacity, have the authority to sign contracts, checks, receipts and otherwise conduct business on behalf of the corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 21 day of December, 1999.

  
Lesia Teel Stahl, Incorporator

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 21 day of December, 1999, by Lesia Teel Stahl, as Incorporator, of **JING-TANG HERBAL, INC.**, a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced Florida driver license as identification.

  
Notary Public  
State of Florida at Large (SEAL)

My Commission Expires:



Michael A. Siefert  
MY COMMISSION # CC816388 EXPIRES  
March 10, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

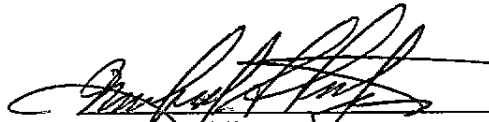
**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

I, LESIA TEEL STAHL, hereby accept the position of Registered Agent for **JING-TANG**  
**HERBAL, INC.**

  
LESIA TEEL STAHL, Registered Agent

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 21 day of December, 1999,  
by LESIA TEEL STAHL, who is personally known to me or has produced Florida driver license as  
identification, and who did take an oath.

  
Notary Public  
State of Florida at Large (SEAL)

My Commission Expires:



Michael A. Siefert  
MY COMMISSION # CCB16388 EXPIRES  
March 10, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

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