



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

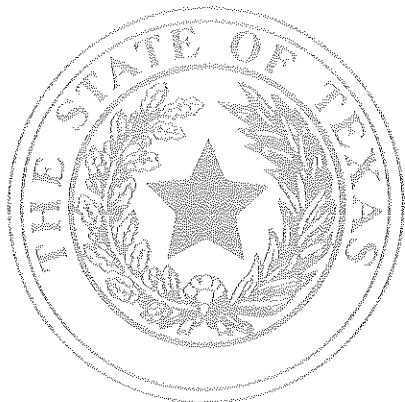
TAIWANESE CHAMBERS OF COMMERCE OF NORTH AMERICA
CHARTER NUMBER 01091975

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE
CORPORATION, DULY SIGNED AND VERIFIED HAVE BEEN RECEIVED IN THIS
OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY
VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES
THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE
ARTICLES OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE
USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER
UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE
ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED OCT. 13, 1988



Paul M. Reims
Secretary of State



The State of Texas

Secretary of State

OCT. 13, 1988

JOHN J. LIN CPA
6001 SAVOY SUITE 504
HOUSTON TX 77036

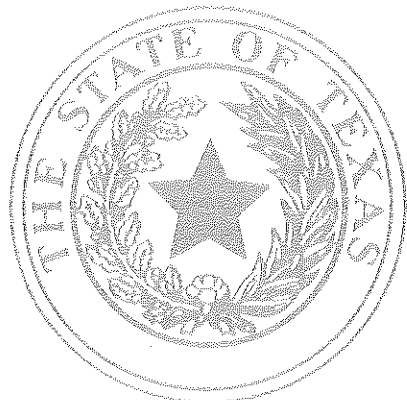
RE:
TAIWANESE CHAMBERS OF COMMERCE OF NORTH AMERICA
CHARTER NUMBER 01091975-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,



Paul M. Reims

Secretary of State

CORPORATE CHARTER
of the
TAIWANESE CHAMBERS OF COMMERCE
of
NORTH AMERICA

FILED
In the Office of the
Secretary of State of Texas
OCT 13 1988
Clerk I-B
Corporations Section

Know all Men by These Presents, That the undersigned, under and by virtue of the provisions of Texas Non-Profit Corporation Code, and any amendments thereto relating to corporations not for pecuniary profit, have associated ourselves and do hereby incorporate ourselves as a body corporate with all the rights and privileges granted by the laws of the State of Texas, and do hereby adopt Articles of Incorporation, as follows:

ARTICLE ONE

SECTION 1

The name of this corporation shall be the Taiwanese Chambers of Commerce of North America and the name is abbreviated as "TCCNA".

ARTICLE TWO

SECTION 1

The purposes of the corporation are:

1. Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and representing them in city, county, state and national legislative and economic affairs; preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business;

2. Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

3. Promoting and assisting to organize the local association of Taiwanese Chamber of Commerce within the continental of North America.

SECTION 2

This organization, in its activities, shall be nonsectional and nonsectarian.

SECTION 3

The corporation is a non-profit corporation within the meaning and scope of section 501 (c)(6) of the Internal Revenue Code of 1954 and any amendments thereafter.

ARTICLE THREE

SECTION 1

The corporation may acquire, take by gift, purchase, devise or bequest, real and personal property for purposes appropriate in the exercise of its powers, and may lease, mortgage and dispose of real and personal property including the right to take, hold and dispose of shares of stock in other corporations.

ARTICLE FOUR

SECTION 1

The corporation shall be perpetual, unless sooner dissolved by three-fourths vote of all of its members, or by the act of the General Assembly, or by operation of law.

ARTICLE FIVE

SECTION 1

The government of the corporation shall be vested in the board of directors, who shall be members of the corporation, and such officers and committees as said board of Directors may appoint in conformity with those articles and with the bylaws of this corporation. The Board of Directors shall consist of not less than nine members who shall be nominated and elected in the manner prescribed in the bylaws.

SECTION 2

The officers shall be a president, vice presidents, secretary and treasurer.

SECTION 3

The annual meeting of the members of the corporation shall be held on the date prescribed in the bylaws, the hour and place to be set by the Board of Directors.

ARTICLE SIX

SECTION 1

The Board of Directors of the corporation shall adopt, amend or repeal bylaws, provided, however, that any bylaw may be amended by the vote of the membership at any annual meeting or any special meeting called for that purpose by the following parties: 1) the President of the corporation 2) twenty-five (25) percent of the

ARTICLE SEVEN

SECTION 1

All persons, corporations or associations who may pay the annual dues prescribed by the bylaws shall, by virtue of such payment, be members of this corporation. The bylaws may provide for the termination of membership in the corporation for nonpayment of dues.

ARTICLE EIGHT

SECTION 1

These articles of incorporation may be amended by a vote of two thirds of the members in good standing in attendance at any regular meeting, or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting at which they are to be considered. The special meeting can be called by the following parties: 1) the President of the corporation, 2) twenty-five (25) percent of the members of the Board of Directors, or 3) twenty-five (25) percent of the membership.

ARTICLE NINE

SECTION 1

The private property of the members of this corporation shall not be liable for the debts of this corporation but shall be wholly exempt therefrom.

ARTICLE TEN

SECTION 1

The address of its initial registered office is 6001 Savoy, Suite 504, Houston, TX 77036, and the name of its initial registered agent at such address is John J. Lin.

ARTICLE ELEVEN

The number of directors constituting the initial Board of Director is twenty seven (27) and the name and addresses of the persons who are to serve as directors until the first annual meeting of the members or until successors are elected and qualified are:

George Yang	1815 Turning Basin, #200 Houston, TX 77029
Michael Hong	11418 Ashcroft Houston, TX 77035
John Lin	6001 Savoy, Suite 504

Robert Lee	826 Merrick Sugarland, TX 77478
Ken John Wang	3001 Walnut Grove Ave. Rosemead, CA 91770
Min C. Cho	2945 Lorain Rd. San Marino, CA 91108
San John Huang	11372 Orangeview Rd. Santa Ana, CA 92705
Major Tsai	661 W. Garvey Ave. Monterey Park, CA 91754
Lin Chou	205 South San Gabriel Blvd. San Gabriel, CA 91776
Grover Fang	9880 Mira Mesa Blvd. San Diego, CA 92131
Herman Lin	9310 Kearny Mesa Rd. San Diego, CA 92126
Sam Wu	12760 High Blues Dr. #370 San Diego, CA 92130
Leo C.L. Liao	1265 Stone Dr. San Marcos, CA 92069
Kenneth K. Wang	6188 Cardeno Dr. La Jolla, CA 92037
Winston H. Chen	2001 Fortune Dr. San Jose, CA 95131
William J. Chuang	1230 Miramonte Ave. Los Altos, CA 94022
Charles C. Chiang	82 Brian Lane Santa Clara, CA 95128
Leon T. Chang	10869 San Pablo Ave. El Cerrito, CA 94530
Stephen Kao	21875 Hyannisport Dr. Cupertino, CA 95014
Stanley T. Hsiao	10522 Lake City Way, N.E. Suite 104 Seattle, WA 98125
Alan C. Chou	2 Heather Lane Oakbrook, ILL 60521
Moses Shang	150 N. Michigan AVE. #300 Chicago, IL 60601
Edward T. Chen	2302 Mohawk Lane Glenview, IL 60025

Ken C.M. Lu

8862 Garden Grove Bl. #101
Garden Grove, CA 92644

David D.C. Yang M.D.

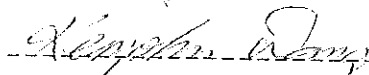
1 Monaco
Newport Beach, CA 92660

ARTICLE TWELVE

The names and addresses of the Incorporators are:

Ken John Wang	3001 Walnut Grove Ave. Rosemead, CA 91770
Winston H. Chen	2001 Fortune Dr. San Jose, CA 95131
George Yang	1815 Turning Basin, #200 Houston, TX 77029
Grover Fang	9880 Mira Mesas Blvd. San Diego, CA 92131
Lin Chou	205 South San Gabriel Blvd. San Gabriel, CA 91776
San John Huang	11372 Orangeview Rd. Santa Ana, CA 92705
John J. Lin	6001 Savoy, suite 504 Houston, TX 77036

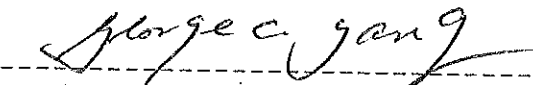
IN WITNESS WHEREOF, We have hereunto set our hands on
this 6th day of October, 1988.




KEN JOHN WANG, INCORPORATOR



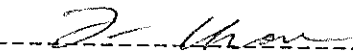
WINSTON H. CHEN, INCORPORATOR



GEORGE YANG, INCORPORATOR



GROVER FANG, INCORPORATOR



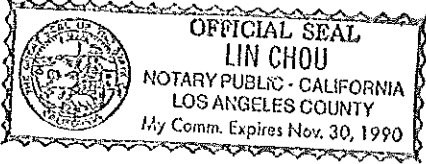
LIN CHOU, INCORPORATOR

San John Huang
SAN JOHN HUANG, INCORPORATOR

[Signature]
JOHN J. LIN, INCORPORATOR

STATE OF California X
COUNTY OF Los Angeles X

I, the undersigned, a notary public, do hereby certify that on this 3RD day of Oct, 1988 personally appeared before me KEN JOHN WANG who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



[Signature]
NOTARY PUBLIC

STATE OF California X
COUNTY OF Santa Clara X

I, the undersigned, a notary public, do hereby certify that on this 13th day of Sept., 1988 personally appeared before me WINSTON H. CHEN, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



[Signature]
NOTARY PUBLIC

STATE OF Texas X
COUNTY OF Harris X

I, the undersigned, a notary public, do hereby certify that on this 10th day of August, 1988 personally appeared before me GEORGE YANG, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

[Signature]
NOTARY PUBLIC

STATE OF CALIFORNIA X
COUNTY OF SAN DIEGO X



I, the undersigned, a notary public, do hereby certify that on this 23rd day of AUGUST, 1988 personally appeared before me GROVER FANG who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Victoria F. Armonio
NOTARY PUBLIC

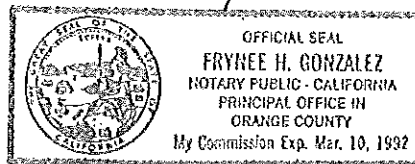
STATE OF California X
COUNTY OF Los Angeles X



I, the undersigned, a notary public, do hereby certify that on this 2nd day of October, 1988 personally appeared before me LIN CHOU, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Jack W. H. Tam
NOTARY PUBLIC

STATE OF California X
COUNTY OF Orange X



I, the undersigned, a notary public, do hereby certify that on this 16th day of September, 1988 personally appeared before me SAN JOHN HUANG, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Frynee H. Gonzalez
NOTARY PUBLIC

STATE OF Texas X
COUNTY OF Harris X

I, the undersigned, a notary public, do hereby certify that on this 16th day of Aug, 1988 personally appeared before me JOHN J. LIN, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

[Signature]
NOTARY PUBLIC
My Commission expired 8/27/92