



Department of State.

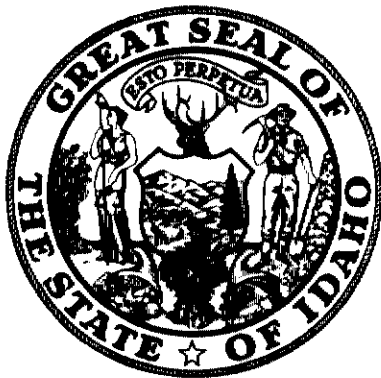
**CERTIFICATE OF INCORPORATION
OF**

AMERICAN HOUSING EXCHANGE ASSOCIATION CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation

Dated: June 1, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

of

AMERICAN HOUSING EXCHANGE ASSOCIATION CORPORATION

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Idaho Business Corporation Act.

FIRST: The name of the corporation is

AMERICAN HOUSING EXCHANGE ASSOCIATION CORPORATION

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purpose for which the corporation is organized shall be to transact any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000). The par value of each of such shares is (\$0.01). All such shares are of one class and are shares of Common Stock.

FIFTH: The address of the initial registered office of the corporation in the State of Idaho is 1010 First Interstate Bank Building, 700 West Idaho, Boise, Idaho 83701, County of Ada; and the name of the initial registered agent of the corporation at such address is UNITED STATES CORPORATION COMPANY.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and the address of the person who is to serve as director of the corporation until the first annual meeting of shareholders or until his successors be elected and qualify, are as follows:

NAME

ADDRESS

Jack Liu

3255 Wilshire Boulevard, #608
Los Angeles, California 90010

SEVENTH: The name and the address of the incorporator are as follows:

NAME

ADDRESS

Jack Liu

3255 Wilshire Boulevard, #608
Los Angeles, California 90010

EIGHTH:

1. The Board of Directors of the corporation may, from time to time, and in conformity with the provisions of the Idaho Business Corporation Act, distribute to its shareholders out of capital surplus of the corporation a portion of its assets in cash to property.

2. The corporation shall have the power to acquire its shares from unreserved and unrestricted capital surplus available therefor.

3. The corporation shall, to the fullest extent permitted by the provisions of the Idaho Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw or resolution adopted by the shareholders entitled to vote thereon after notice, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: These Articles of Incorporation shall upon the filing thereof by the Secretary of State of the State of Idaho constitute an acceptance in binding form of the provisions of the Constitution of the State of Idaho by the corporation.

Signed on MAY 18, 1987

(X) Jack Liu
Jack Liu, Incorporator