

TERRITORY OF THE BRITISH VIRGIN ISLANDS
The International Business Companies Act
(Cap.291)

Memorandum of Association
and
Articles of Association
of
CHINA COMMUNICATION INVESTMENT LIMITED
(神州通信投資有限公司)

Incorporated the 25th day of August, 2004

Commonwealth Trust Limited
Drake Chambers
Tortola
British Virgin Islands

TRANSLATOR'S CERTIFICATE

I, **LAM, SHING MING** of Diners Professional Translation Services, Room 1603, 16/F., Unicorn Trade Centre, 127-131 Des Voeux Road, Central, Hong Kong being a Certified Translator of the Chinese language, hereby state the following:

- a) That the following Chinese translation is, to the best of my knowledge and ability, a representation of the English Company named:

CHINA COMMUNICATION INVESTMENT LIMITED

(神州通信投資有限公司)

- b) That in the event of any inconsistency, the English text will prevail.

Lam Shing Ming
LAM, SHING MING

NOTARIAL CERTIFICATION

I, **CHEUNG CHIK YUEN, LAWRENCE**, Notary Public of Rooms 1105-1109, Jardine House, 1 Connaught Place, Hong Kong do hereby certify the following:

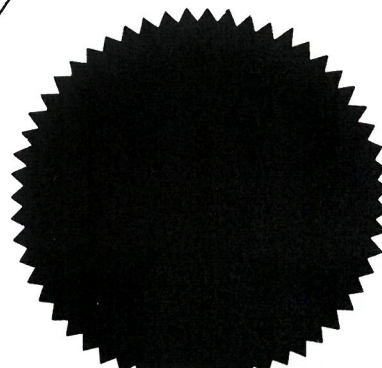
1. That before me, there personally appeared **Lam, Shing Ming** (holder of Hong Kong Identity Card No.G085965(5)) and affixed his signature in my presence next to his name below, that is :

LAM, SHING MING: *Lam Shing Ming*

2. That the foregoing signature is the own, true and proper handwriting of the said **Lam, Shing Ming**, who informed me that he is a Certified Translator of the Chinese language.

Dated the 18th day of August 2004

Cheung Chik Yuen, Lawrence
Cheung Chik Yuen, Lawrence
Notary Public
Hong Kong



**TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(Cap. 291)**

MEMORANDUM OF ASSOCIATION

OF

**CHINA COMMUNICATION INVESTMENT LIMITED
(神州通信投資有限公司)**

1. The name of the company is China Communication Investment Limited (神州通信投資有限公司) is a true and proper translation in the Chinese language of the Company in English. In the event of inconsistency between the name of the Company in English and its Chinese translation, the name of the Company in English shall prevail.
2. The registered office of the company will be situate at the premises of Commonwealth Trust Limited, Drake Chambers, Tortola, British Virgin Islands or at such other place in the British Virgin Islands as the directors may from time to time determine.
3. The registered agent of the Company will be Commonwealth Trust Limited of P.O. Box 3321, Road Town, Tortola, British Virgin Islands or such other person or company, being a person or company entitled to act as a registered agent, as the directors may from time to time determine.
4. The Objects for which the Company is established are:
 - (1) To buy, sell, mortgage, lease, manage, build, develop, possess and generally deal in real properties; to buy, sell, underwrite, invest in, exchange or otherwise acquire, and to hold, manage, develop, deal with and turn to account any bonds, debentures, shares (whether fully paid or not), stocks, options, commodities, futures, forward contracts, notes, or securities of all types, precious metals, gems, works of art, and other articles of value;
 - (2) To borrow or raise money by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities founded or based upon all or any of the assets or property of the Company or without any such security and upon such terms as to priority or otherwise that the Company shall think fit;
 - (3) To guarantee loans and to lend money with or without guarantee or security to any persons, firms or corporations;
 - (4) To engage in any other business or businesses whatsoever, or in any acts or activities, which are not prohibited under any law for the time being in force in the British Virgin Islands;
 - (5) To do all such other things as are incidental to, or the Company may think conducive to, the attainment of all or any of the above objects.

And it is hereby declared that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

5. The Company has no power to:

- (1) carry on business with persons resident in the British Virgin Islands;
- (2) own an interest in real property situate in the British Virgin Islands, other than a lease of property for use as an office from which to communicate with members or where books and records of the Company are prepared or maintained;
- (3) carry on banking or trust business, unless it is licensed under the Banks and Trust Companies Act, 1990;
- (4) carry on business as an insurance or re-insurance company, insurance agent or insurance broker, unless it is licensed under an enactment authorising it to carry on that business;
- (5) carry on the business of company management, unless it is licensed under the Company Management Act, 1990; or
- (6) carry on the business of providing the registered office or the registered agent for companies incorporated in the British Virgin Islands.

6. The shares in the Company shall be issued in the currency of the United States of America.

7. The authorized capital of the Company is \$50,000.00 divided into 50,000 shares with a par value of \$1.00 each.

8. The shares shall be divided into such number of classes and series as the directors shall by resolution to amend this Memorandum of Association from time to time determine and until so divided shall comprise one class and series.

9. The directors shall by resolution have the power to issue any class or series of shares that the Company is authorised to issue in its capital, original or increased, with or subject to any designation, powers, preferences, limitations and restrictions.

10. The Company may issue only registered shares.

11. The Company shall by resolution of the directors or resolution of the members have the power to amend or modify any of the conditions contained in this Memorandum of Association.

The undersigned Subscriber, for the purpose of incorporating an International Business Company under the laws of the British Virgin Islands, hereby subscribes its name to this Memorandum of Association.

Name, Address and Description of Subscriber

Maureen Donovan
Commonwealth Trust Limited
P.O. Box 3321
Road Town, Tortola
British Virgin Islands

Trust Company

(Sd.) Maureen Donovan

For, and on behalf of, Commonwealth Trust Limited,
Registered Agent

Dated this 25th day of August, 2004.

Witness to the above signature:

(Sd.) Dionne Liverpool
Dionne Liverpool
P.O. Box 3321
Road Town, Tortola
British Virgin Islands