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ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAY 06 2003

KEVIN SHELLEY
Secretary of State

**ARTICLE OF INCORPORATION
OF
Sound of Hope Radio Network, Inc.
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

ONE: The name of this corporation is *Sound of Hope Radio Network, Inc.*

TWO: The corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. *Sound of Hope Radio Network, Inc.* is to assist the public for the betterment of quality of life by providing independent, objective and comprehensive radio listening service and experience; to inform the public of current affairs and issues of concern, and to facilitate the public's understanding and appreciation of the Chinese and Western cultures by promoting the best value of both through cultural programs, events, services and other means. It intends to serve the Chinese-speaking immigrants in the country and throughout the world and may later expand to serve other-language speaking people worldwide.

THREE: The name and address in the State of California of this corporation's initial agent for services of process is Allen Zeng, 2520A Wyandotte Street, Mountain View, CA 94043.

FOUR: (a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

FIVE: The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

Name	Address
Zeng, Allen	1286 Hazlett Court, San Jose, CA 95131
Tang, Yu	939 LaMesa Terrace #F, Sunnyvale, CA 94086
Yin, Li Jasmine	3171 Creekside Drive, San Jose, CA 95132

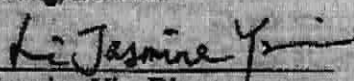
SIX: The property of this corporation is irrevocably dedicated to charitable purposes and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up for the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.


Date: May 5, 2003


Allen Zeng, Director

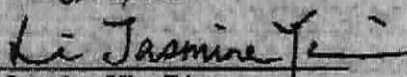

Yu Tang, Director


Li Jasmine Yin, Director

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.


Allen Zeng, Director


Yu Tang, Director


Li Jasmine Yin, Director

