

MEMORANDUM OF ASSOCIATION

OF

**J. L. GOULD
LIMITED**

THIS IS TO CERTIFY that

J. L. Gould

Limited
is this day incorporated under the
Companies Act 1938 and that the Company is limited.

29th day of

January
at Melbourne

Prepared for

TAXATION SERVICES OF AUSTRALIA (VICTORIA) LTD.

by

M. BOURKE, Solicitor

157 ELIZABETH STREET, MELBOURNE

A JUSTICE OF THE PEACE FOR VICTORIA
REG. NO. 8955
DONALD S. BIRNIE
34 ROSE ST ALEXANDRA 3714

JL GOULD SAWMILLS PTY LTD

*ACN 004 371 322 ABN 15 004 371 322
Lamont Street, Alexandra, Victoria 3714.
phone (03)57 721 188 fax (03)57 722 141*

30th August 2004

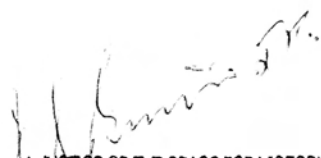
Shanghai Foreign Economic
Relations and Trade Commission,
Shanghai Administrative
Bureau for Industry and Commerce,

I, representing JL Gould Sawmills Pty Ltd., appoint our employee, YU Lanzhi, as the Chief Representative of its Shanghai resident representative office. At the same time, the said representative is hereby authorized to be responsible for all the activities related to the Shanghai office.

This letter of authorization shall remain valid until the company removes or replaces its designated representative upon written notice in the same form as this letter of authorization.

JL Gould Sawmills Pty Ltd

David Goding
Director


A JUSTICE OF THE PEACE FOR VICTORIA
REG. NO. 8955
DONALD S. BIRNIE
34 ROSE ST ALEXANDRA 3714



PITCHER PARTNERS

ACCOUNTANTS, AUDITORS & ADVISORS

Level 11 101 Collins Street Melbourne Victoria 3000	Level 11 101 Collins Street Melbourne Vic 3000 Australia	Level 11 101 Collins Street Melbourne Victoria 3000	Level 11 101 Collins Street Melbourne Victoria 3000
Tel: 03 9283 0000 Fax: 03 9283 0077	Tel: 03 9283 0000 Fax: 03 9283 0077	Tel: 03 9283 0000 Fax: 03 9283 0077	Tel: 03 9283 0000 Fax: 03 9283 0077
www.pitcherpartners.com.au	www.pitcherpartners.com.au	www.pitcherpartners.com.au	www.pitcherpartners.com.au
101 Collins Street Melbourne Victoria 3000	101 Collins Street Melbourne Victoria 3000	101 Collins Street Melbourne Victoria 3000	101 Collins Street Melbourne Victoria 3000

Ref: MWP:mp

12 August 2004

PRIVATE & CONFIDENTIAL

Shanghai Administrative
Bureau for Industry and Commerce,

Dear Sir

J L GOULD SAWMILLS PTY LTD Establishment of Representative Office in Shanghai

We confirm we are the auditors of J L Gould Sawmills Pty Ltd and have been for over 20 years.

In support of the company's request for establishment of a representative office in Shanghai we confirm that the company, J L Gould Sawmills Pty Ltd, was incorporated on 29 January 1957, with its financial statements having never been subject to a qualified audit opinion.

We believe the company to be in a sound financial position able to service both current and future commitments.

Should you require any further information in relation to this company, please contact us to discuss.

Yours faithfully
PITCHER PARTNERS

M W PRINGLE
Partner

A JUSTICE OF THE PEACE FOR VICTORIA
REG. NO. 8955
DONALD S. BIRNIE
34 ROSE ST ALEXANDRA 3714

JL GOULD SAWMILLS PTY LTD

ACN 004 371 322 ABN 15 004 371 322

Lamont Street, Alexandra, Victoria 3714.

phone (03)57 721 188 fax (03)57 722 141

30th August 2004

Shanghai Foreign Economic
Relations and Trade Commission,
Shanghai Administrative
Bureau for Industry and Commerce,

JL Gould Sawmills Pty Ltd , in order to further relevant professional links,
respectfully requests your approval of its application to establish a resident
representative office in Shanghai.

Name of the Representative Office: Australian Hardwood Exports Pty Ltd

Business Scope: Marketing of Australian Hardwoods

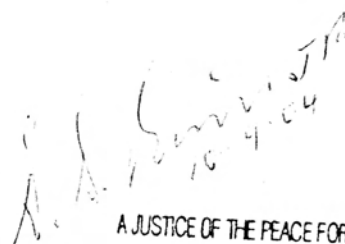
Duration: 3 years

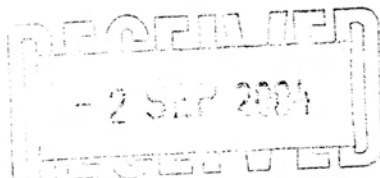
Office Address: 10-J-37 Room, Shanhai Mart
No. 2299 Yan An Road (west)
Shanghai, 200336, P.R. China

Chief Representative: YU Lanzhi

JL Gould Sawmills Pty Ltd

David Goding
Director


A JUSTICE OF THE PEACE FOR VICTORIA
REG. NO. 8955
DONALD S. BIRNIE
34 ROSE ST ALEXANDRA 3714



Level 1 - 91 Maroondah Highway,
Ringwood, Victoria 3134

Telephone : (03) 9871 9573
Facsimile : (03) 9871 9628
Email : felminn1@anz.com

24th August 2004

TO WHOM IT MAY CONCERN

Dear Sirs

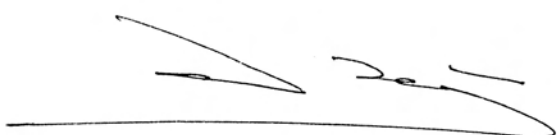
J L GOULD SAWMILLS PTY LTD

J L Gould Sawmills Pty Ltd have been associated with the ANZ Bank for in excess of 55 years during which time all their obligations have been respected.

J L Gould Sawmills Pty Ltd continues to trade profitably and we do not consider that they would enter into any obligations that they could not fulfil.

The above information is given in confidence and without the responsibility on the part of the Bank or its officers. This report is also not to be construed as any credit instrument or approval.

Yours faithfully



Neil Felmingham
Senior Relationship Manager

11.8.04
10-4-04
A JUSTICE OF THE PEACE FOR VICTORIA
REG. NO. 8955
DONALD S. BIRNIE
34 ROSE ST ALEXANDRA 3714

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME OF COMPANY

VICTORIA

Companies Act 1961

Section ~~27(2)~~ 12(2)

No. of Company

36794

This is to certify that

J.L. GOULD (MARYSVILLE) PROPRIETARY LIMITED

(formerly successively called J.L. GOULD LIMITED
and J.L. GOULD PROPRIETARY LIMITED)

which was, on the

29th January 1957 incorporated under the *Companies Act*

1938, did on the 25th September 1970

change its name to

J.L. GOULD SAWMILLS PTY. LTD.

that the company is a company limited by shares and that the company is a proprietary company.

Given under my hand and seal at Melbourne this 3rd December 1974

18.12.74
10.9.04
A JUSTICE OF THE PEACE FOR VICTORIA
REG. NO. 8955
DONALD S. BIRNIE
34 ROSE ST ALEXANDRIA 3714


Assistant Commissioner for Corporate Affairs

