

TEDA TRAVEL GROUP INC
 Form 3
 July 20, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ^ PROFIT UPSURGE INTERNATIONAL LTD

(Last) (First) (Middle)

UNIT 1602, MALAYSIA BUILDING, ^ 50 GLOUCESTER ROAD

(Street)

WANCHAI, HONG KONG ^

(City) (State) (Zip)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 07/14/2006

3. Issuer Name and Ticker or Trading Symbol
 TEDA TRAVEL GROUP INC [TTVL]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 7,000,000 | D (1) (2) (3) ^ | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|-------|----------------------------|------------------------------|---|
| | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PROFIT UPSURGE INTERNATIONAL LTD UNIT 1602, MALAYSIA BUILDING 50 GLOUCESTER ROAD WANCHAI, HONG KONG | ^ | ^ X | ^ | ^ |
| NGAN THOMAS UNIT 1602, MALAYSIA BUILDING 50 GLOUCESTER ROAD WANCHAI, HONG KONG | ^ | ^ X | ^ | ^ |

Signatures

/s/ Thomas Ngan,
Director 07/19/2006

**Signature of Reporting Person Date

/s/ Thomas Ngan 07/19/2006

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This is a joint filing made by Profit Upsurge International Limited and Mr. Thomas Ngan (the "Reporting Persons"). Profit Upsurge International Limited. ("Profit"), the designated filer, has direct beneficial ownership of the securities disclosed in this Form 3 (the "Shares"). Mr. Thomas is the 100% shareholder of Profit and may also deemed to have indirect beneficial ownership of the Shares.

(1) The filing of this statement shall not be deemed an admission that the Reporting Person, or any other person signing this statement, is the beneficial owner of any securities not held directly for their accounts for purposes of Section 16 of the Securities Exchange Act of 1934 (the "Act"), or otherwise.

(3) The Reporting Person may be deemed to be a member of a "group" pursuant to Section 13(d) of the Act that, combined, has beneficial ownership of more than 10% of the Issuer's outstanding Shares. The filing of this statement shall not be deemed an admission that the Reporting Person, or any other person signing this statement, is the beneficial owner of any Shares or other securities owned by any other person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.