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A Partnership of Professional Associations

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January 17, 2000

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800003109048--5

-01/24/00-01138-013

*****78.75 *****78.75

Re: U.S. Nano Ventures, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of the above-referenced corporation. Please provide to me in the enclosed envelope a certified copy of the Articles of Incorporation, a copy of which is also enclosed. Finally, I am enclosing a check in the amount of \$78.75 for the filing fee and the certified copy.

If you have any questions, please do not hesitate to call me.

Sincerely,

Joshua A. Payne
Joshua A. Payne

JAP/mph
Enclosures

FILED
2000 JAN 24 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2000 JAN 24 AM 11:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

U.S. NANO VENTURES, INC.

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be U.S. Nano Ventures, Inc. (the "Corporation")

ARTICLE II

The street address of the Corporation shall be 505 S. Flagler Drive, Suite 300, West Palm Beach, Florida 33401.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the Corporation, at least equivalent to the full value of the stock issue.

ARTICLE IV

The term of ~~ex~~istence of the Corporation is perpetual.

ARTICLE V

The name and address of the incorporator is:

Jacqueline S. Miller
505 S. Flagler Drive, Suite 300
West Palm Beach, Florida 33401

ARTICLE VI

The street address of the Corporation's initial registered office and name of its initial registered agent at such address is as follows:

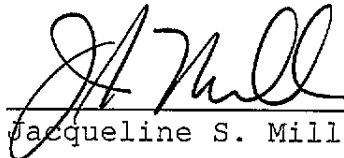
Jacqueline S. Miller
505 S. Flagler Drive, Suite 300
West Palm Beach, Florida 33401

ARTICLE VII

These Articles~~of~~ of Incorporation may be amended in the manner provided by Florida law.

WITNESS the hand and seal of the said incorporator this

17th day of January, 2000.

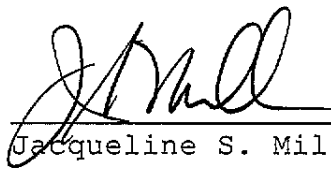


Jacqueline S. Miller

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That U.S. Nano Ventures, Inc., desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named Jacqueline S. Miller, located at 505 S. Flagler Drive, Suite 300, West Palm Beach, Florida 33401, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Jacqueline S. Miller, Registered Agent

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TALLAHASSEE, FLORIDA