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FLORIDA PROFIT CORPORATION OR P.A.

Rivar Technologies, Inc.

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**ARTICLES OF INCORPORATION
OF
RIVAR TECHNOLOGIES, INC.**

THE UNDERSIGNED, acting as sole incorporator of RIVAR TECHNOLOGIES, INC., (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, pursuant to Section 607.0201 of the Florida Statutes:

ARTICLE 1

Name

The name of the Corporation is: RIVAR TECHNOLOGIES, INC.

ARTICLE 2

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE 3

Capital Stock

3.1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 50,000,000 shares, of which 40,000,000 shares shall be Common Stock having a par value of \$0.0001 per share ("Common Stock") and 10,000,000 shares shall be Preferred Stock, \$0.0001 par value per share ("Preferred Stock"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

3.2 Common Stock.

(A) Relative Rights. The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as set forth in the Articles of Amendment to these Articles of Incorporation that may hereafter be filed pursuant to Section 607.0602 of the FBCA to establish the respective class or series of the Preferred Stock. Except as otherwise provided in these Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

(B) Voting Rights. Except as otherwise provided in these Articles of Incorporation, except as otherwise provided by the FBCA and except as may be determined by

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the Board of Directors with respect to the Preferred Stock, only the holders of Common Stock shall be entitled to vote for the election of directors of the Corporation and for all other corporate purposes. Upon any such vote, each holder of Common Stock shall, except as otherwise provided by the FBCA, be entitled to one vote for each share of Common Stock held by such holder.

(C) Dividends. Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock and any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

(D) Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

3.3 Preferred Stock.

(A) Issuance, Designations, Powers Etc. The Board of Directors is expressly authorized, subject to the limitations prescribed by the FBCA and the provisions of these Articles of Incorporation, to provide, by resolution and by filing Articles of Amendment to these Articles of Incorporation, which, pursuant to Section 607.0602(4) of the FBCA shall be effective without shareholder action, for the issuance from time to time of the shares of the Preferred Stock in one or more classes or series, to establish from time to time the number of shares to be included in each such class or series, and to fix the designations, powers, preferences and other rights of the shares of each such class or series and to fix the qualifications, limitations and restrictions thereon, including, but without limiting the generality of the foregoing, the following:

- (1) the number of shares constituting that class or series and the distinctive designation of that class or series;
- (2) the dividend rate on the shares of that class or series, whether dividends shall be cumulative, noncumulative or partially cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that class or series;

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- (3) whether that class or series shall have voting rights, in addition to the voting rights provided by the FBCA, and, if so, the terms of such voting rights;
- (4) whether that class or series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (5) whether or not the shares of that class or series shall be redeemable, and, if so, the terms and conditions of such redemption, including the dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (6) whether that class or series shall have a sinking fund for the redemption or purchase of shares of that class or series, and, if so, the terms and amount of such sinking fund;
- (7) the rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series; and
- (8) any other relative powers, preferences, and rights of that class or series, and qualifications, limitations or restrictions on that class or series.

3.4 Convertible Preferred Stock.

(A) Issuance and Voting Rights. The Board of Directors is expressly authorized to issue 10,000,000 shares of Convertible Preferred Stock ("Special Preferred Stock") which shall be a class of Preferred Stock and shall be subject to the limitations prescribed by the FBCA and the provisions of these Articles of Incorporation. Except as otherwise provided by the FBCA, prior to the conversion of the Special Preferred Stock into Common Stock pursuant to Section 3.4(D)(1), the holders of issued and outstanding shares of Special Preferred Stock ("Special Preferred Holders") shall be entitled to vote for the election of one director of the Corporation. On all other corporate matters, each share of Special Preferred Stock shall be entitled to that number of votes as shall equal the number of shares of Common Stock into which such Special Preferred Stock may be converted pursuant to Section 3.4(D).

(B) Dividend Rights. The Special Preferred Holders shall be entitled to receive the same dividend rights as the Common Stock into which the Preferred Stock may be converted pursuant to Section 3.4(D).

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(C) Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, before any assets of the Corporation shall be paid to, set aside for or distributed to holders of issued and outstanding shares of Common Stock, each Special Preferred Holder shall be entitled to receive, out of the assets of the Corporation or the proceeds thereof, a preferential payment in an amount equal to the stated price per share as determined by the Board of Directors upon issuance of the Special Preferred Stock ("Stated Preferred Conversion Value"). If the assets distributable upon a liquidation shall be insufficient to permit the distribution to the Special Preferred Holders of the full preferential amounts to which such Special Preferred Holders shall be entitled, then such amounts shall be distributed ratably to such Special Preferred Holders in proportion to the full amounts to which they respectively are entitled.

(D) Conversion Rights.

(1) Each share of Special Preferred Stock shall (i) at the option of the holder thereof be convertible into Common Stock at any time and (ii) shall automatically be converted into Common Stock upon the closing of an underwritten public offering of the Corporation's capital pursuant to a registration statement under the 1933 Securities and Exchange Act ("IPO"). The holder of Special Preferred Stock shall be entitled to receive upon conversion one share of Common Stock for each share of Special Preferred Stock.

(2) In the event of an automatic conversion under Section 3.4(D)(1)(ii) above, the outstanding shares of Special Preferred Stock shall be converted automatically without any further action by the Special Preferred Holders and whether or not the certificates representing such shares are surrendered to the Corporation; provided, however, the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Special Preferred Stock are delivered to the Corporation. Such conversion shall be deemed to have been made immediately prior to the closing of the IPO, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares on such date. Common Stock issued upon automatic conversion at an IPO can not be sold for a period of ninety (90) days after the closing date of an IPO.

(3) No fractional shares of Common Stock shall be issued upon conversion of Special Preferred Stock. The number of shares of Common Stock issued by the Corporation in connection with such conversion shall be adjusted upward by a single share to eliminate the issuance of any fractional shares.

(E) Antidilution. If, prior to conversion of the Special Preferred Stock under Section 3.4(D)(1), the Corporation issues any new or additional shares of capital stock, or securities convertible into shares of capital stock of the Corporation (other than shares issued upon the exercise of options to purchase shares of Common Stock to employees, directors, and consultants of the Corporation in an amount up to 20% of the outstanding shares of Common Stock (assuming conversion of outstanding convertible notes and the outstanding Preferred

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Stock) following the completion of the private offering of the Special Preferred Stock) ("New Offering") for a price of less than the Special Preferred Conversion Value, the Corporation will issue to each Special Preferred Holder an amount of additional shares of Special Preferred Stock equal to the number determined by subtracting the price per share of the New Offering from the Special Preferred Conversion Value, multiplying the result by the number of shares of Special Preferred Stock owned by such holder, and dividing the product by the price per share of the New Offering. The additional shares of Special Preferred Stock shall be issued by the Corporation to each Special Preferred Holder within ten (10) days after the later of the issuance of shares pursuant to the New Offering or, if necessary, the effective date of the filing of an amendment to these Articles required to authorize additional shares.

(F) Change of Control. The Corporation will not engage in a reorganization transaction involving a merger, consolidation, or sale of assets that results in a change of control (i) as a result of which the holders of Special Preferred Stock would not receive at least the stated price per share of Special Preferred Stock, and (ii) until either the Corporation or some other person offers to purchase all shares of Special Preferred Stock for cash at a price per share equal to at least the stated price per share of each share of Special Preferred Stock.

(G) Adjustment Upon Extraordinary Common Stock Event. Upon the happening of an Extraordinary Common Stock Event (as defined below), the holders of Special Preferred Stock shall, simultaneously with the happening of such Extraordinary Common Stock Event, have the number of shares of Special Preferred Stock held by each changed to equal the product of (i) each holder's number of shares of Special Preferred Stock divided by the number of shares of Special Preferred Stock outstanding prior to the Extraordinary Common Stock Event; and (ii) the product of 15% and the number of Common Stock outstanding immediately after such Extraordinary Common Stock Event. The number of shares so obtained shall be readjusted in the same manner upon happening of any successive Extraordinary Common Stock Event Events.

(H) An "Extraordinary Common Stock Event" shall mean (i) the issue of additional shares of Common Stock as a dividend or other distribution on outstanding shares of Common Stock, (ii) subdivision of outstanding shares of Common Stock into a greater number of shares of Common Stock, or (iii) a combination or reverse stock split of outstanding shares of Common Stock into a smaller number of shares of the Common Stock.

3.5 Dissolution, Liquidation, Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each class or series shall be entitled to receive only such amount or amounts as shall have been fixed by these Articles of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issuance of such class or series.

3.6 No Preemptive Rights. Except as provided herein or as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional

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shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE 4 **Board of Directors**

4.1 Classification. Except as otherwise provided in these Articles of Incorporation or any Articles of Amendment filed pursuant to Section 4.3 hereof relating to the rights of the holders of any class of or series of Preferred Stock, voting separately by class or series, to elect additional directors under specified circumstances, the number of directors of the Corporation shall be as fixed from time to time by or pursuant to these Articles of Incorporation or by bylaws of the Corporation (the "Bylaws"). Each director shall serve until such director's successor is duly elected and qualified or until such director's earlier death, resignation or removal. At each annual meeting of the shareholders, the successors to directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of the shareholders held in the following year when their successors shall have been duly elected and qualified or until such director's earlier death, resignation or removal.

4.2 Removal.

(A) Removal For Cause. Except as otherwise provided pursuant to the provisions of these Articles of Incorporation or Articles of Amendment relating to the rights of the holders of any class or series of Preferred Stock, voting separately by class or series, to elect directors under specified circumstances, any director or directors may be removed from office at any time, but only for cause (as defined in Section 4.2(B) hereof) and only by the affirmative vote, at a special meeting of the shareholders called for such a purpose, of not less than fifty-one percent (51 %) of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, but only if notice of such proposed removal was contained in the notice of such meeting. At least thirty (30) days prior to such special meeting of shareholders, written notice shall be sent to the director or directors whose removal will be considered at such meeting. Any vacancy on the Board of Directors resulting from such removal or otherwise shall be filled only by vote of a majority of the directors then in office, although less than a quorum, and any director so chosen shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall have been elected and qualified or until any such director's earlier death, resignation or removal.

(B) "Cause" Defined. For the purposes of this Section 4.2, "cause" shall mean (i) misconduct as a director of the Corporation or any subsidiary of the Corporation which involves dishonesty with respect to a substantial or material corporate activity or corporate assets, or (ii) conviction of an offense punishable by one (1) or more years of imprisonment (other than minor regulatory infractions and traffic violations which do not materially and adversely affect the Corporation).

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4.3 Change of Number of Directors. In the event of any increase or decrease in the authorized number of directors, the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the two classes of directors so as to maintain such classes as nearly equal as possible. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

4.4 Directors Elected by Holders of Preferred Stock. Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect one or more directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of these Articles of Incorporation, as amended by Articles of Amendment applicable to such classes or series of Preferred Stock, and such directors so elected shall not be divided into classes pursuant to this Article 4 unless expressly provided by the Articles of Amendment applicable to such classes or series of Preferred Stock.

4.5 Exercise of Business Judgment. In discharging his or her duties as a director of the Corporation, a director may consider such factors as the director considers relevant, including the long-term prospects and interests of the Corporation and its shareholders, the social, economic, legal, or other effects of any corporate action or inaction upon the employees, suppliers, customers of the Corporation or its subsidiaries, the communities and society in which the Corporation or its subsidiaries operate, and the economy of the State of Florida and the United States.

4.6 Initial Directors. The number of directors constituting the initial Board of Directors of the Corporation is two (2). The names of the initial directors are as follows:

<u>Name</u>	<u>Class Electing</u>
Gene Savar	Common
Vincent Risalvato	Common

The initial directors, in accordance with the Bylaws, may appoint additional directors to serve until the next annual meeting of Shareholders. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the number of directors be less than one (1).

ARTICLE 5

Action By Shareholders

5.1 Call For Special Meeting. Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the holders of not less than twenty percent (20%) of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

5.2 Shareholder Action By Unanimous Written Consent. Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of the shareholders, and may not be effected by any consent in writing by such shareholders, unless such written consent is unanimous.

ARTICLE 6

Indemnification

6.1 Provision of Indemnification. The Corporation shall, to the fullest extent permitted or required by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Executive Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Executive Officer is a Party or in which such Director or Executive Officer is deposed or called to testify as a witness because he or she is or was a Director or Executive Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director or Executive Officer may be entitled under any written agreement, Board of Directors' resolution, vote of shareholders, the Act, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more of its Directors or Executive Officers whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director or Executive Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation and any director who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, including, without limitation, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provision of goods or services to the enterprise, including, without limitation, attorneys-at-law, accountants, and financial consultants). The term "Executive Officers" includes those individuals who are or were at any time "executive officers" of the Corporation as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All other capitalized terms used in this Article 6 and not otherwise defined herein have the meaning set forth in

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Section 607.0850, Florida Statutes (1999). The provisions of this Article 6 are intended solely for the benefit of the indemnified parties described herein, their heirs and personal representatives and shall not create any rights in favor of third parties. No amendment to or repeal of this Article 6 shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

ARTICLE 7

Amendments

7.1 Articles of Incorporation. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding that a lesser percentage may be specified by law) the affirmative vote of fifty-one percent (51%) of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally at the election of directors, voting together as a single class, shall be required (unless separate voting by classes is required by the FBCA, in which event the affirmative vote of fifty-one percent (51%) of the number of shares of each class or series entitled to vote as a class shall be required), to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of, Articles 4, 5, 6 or this Article 7 of these Articles of Incorporation. Notice of any such proposed amendment, repeal or adoption shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Corporation reserves the right to amend, alter, repeal or rescind any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

7.2 Bylaws. The shareholders of the Corporation may adopt or amend a by law which fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the FBCA. The adoption or amendment of a bylaw that adds, changes or deletes a greater quorum or voting requirement for shareholders must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum or voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE 8

Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 100 N. Tampa Street, Suite 2700, Tampa, FL 33602, and the initial Registered Agent at such address is Bruce M. Rodgers, Esq.

ARTICLE 9

Principal Office and Mailing Address

The address of the Principal Office of the Corporation and its mailing address is 10523 Gretna Green Dr., Tampa, FL 33626. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

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ARTICLE 10

Incorporator

The name and address of the sole incorporator of the corporation is: Bruce M. Rodgers, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, FL 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this 16 day of May, 2000.



Bruce M. Rodgers, Incorporator

ACCEPTANCE OF APPOINTMENT

BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in Article 8 of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED this 16 day of May, 2000.



Bruce M. Rodgers, Registered Agent

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