

P000000085810

August 11, 2000

FILED
00 SEP 11 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
Department of State
Corporation Division
P.O. Box 6327
Tallahassee, Florida 32301

Re: Niagra Soft, Inc.

To Whom It May Concern:

3000003374633--7
-08/28/00--01085--006
****132.50 *****87.50

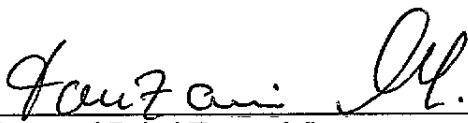
Enclosed is the original and one copy of the Articles of Incorporation for the above company. Please file the original in your office, and certify and return to us a certified copy.

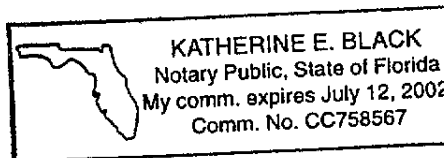
We are enclosing a check in the amount of \$131.25 covering:

\$35.00 Filing Fee
\$35.00 Designation of Registered Agent
\$52.50 Certified Copy (optional)
\$ 8.75 Certificate of Status (optional)
(check payable to the Department of State)

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-08/28/00--01085--006
****132.50 *****87.50

Sincerely,


Mohammed Drissi Touzani, Incorporator



Katherine E. Black
8/23/00

W-21408

8-31
9-12



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 31, 2000

MOHAMMED DRISSI TOUZANI
1817 GRAND ISLE DR.
BRANDON, FL 33511

SUBJECT: NIAGRA SOFT, INC.
Ref. Number: W00000021408

We have received your document for NIAGRA SOFT, INC. and your check(s) totaling \$132.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The first page of your Articles was missing, we could not file until we have the complete set of Articles.,

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan
Document Specialist

Letter Number: 400A00046492

**Articles of Incorporation
For
Niagra Soft, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I – Name

The name of this corporation is **Niagra Soft, Inc.**

Article II – Duration

This corporation shall have perpetual existence commencing on the date of this filing of these articles with the Department of State.

Article III – Purpose

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes, as now exists or may after be amended.

Article IV – Capital Stock

This corporation is authorized to issue 100,000 shares of one cent (\$0.01) par value common stock which shall be designed and designated as "Common Stock". The distribution of these shares shall initially be set at 100,000 shares for Mohammed Drissi Touzani

Article V – Pre-Emptive Rights

There shall be no pre-emptive rights attendant to ownership of any shares of this corporation.

Article VI – Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1817 Grand Isle Blvd., Brandon, Florida 33511, and the name of the initial registered agent at that address is Mohammed Drissi Touzani

Article VII – Initial Board of Directors

This corporation shall have one director constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the by-laws; however there shall never be less than 1 director nor more than 12 directors. Pursuant to Article X, changes, additions, amendments, et al, must be unanimous when

only a minimum of directors (i.e. 2) are in office. The names and addresses of the initial Directors of the Corporation are:

Mohammed Drissi Touzani
1817 Grand Isle Drive
Brandon, FL 33511

Article VIII -- Incorporators

The names and addresses of the corporation signing these documents are:

Mohammed Drissi Touzani
1817 Grand Isle Drive
Brandon, FL 33511

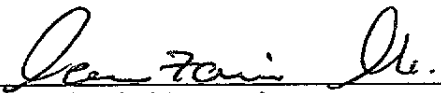
Article IX -- Indemnification

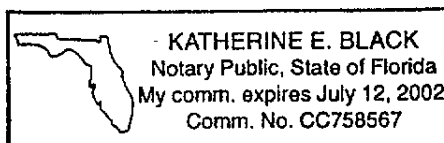
This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

Article X -- Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 23 day of August, 2000.


Mohammed Drissi Touzani



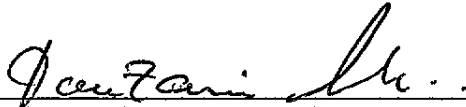
Katherine E. Black

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE
SERVED.**

In compliance with sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST: **NIAGRA SOFT, INC** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1817 Grand Isle Blvd., Brandon, Florida 33511, has named Mohammed Drissi Touzani as its agent to accept service of process within Florida.

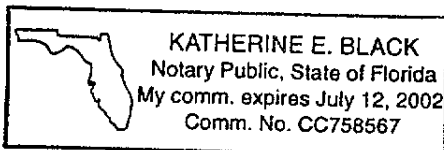
Dated this 23 day of august, 2000.


Mohammed Drissi Touzani

SECOND: Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all the statutes relative to the proper performance of my duties.

Dated this 23 day of august, 2000.


Mohammed Drissi Touzani



Katherine E Black
8/23/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA