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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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*****70.00 *****70.00
300003481543--8
-11/30/00--01072--005
*****17.50 *****17.50

CORPORATION(S) NAME

Niagara Realty, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name
Availability _____
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Examiner _____
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DO NOT WRITE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE
DIVISION OF REVENUES
TALLAHASSEE, FLORIDA

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RECEIVED

T. SMITH NOV 30 2000

**ARTICLES OF INCORPORATION
OF
NIAGARA REALTY, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Niagara Realty, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 20 Community Place, Morristown, New Jersey 07960.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Hundred (100) shares, at .01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The corporation's initial registered agent and the street address of the corporation's initial registered office is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE V

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

INCORPORATOR

The name and street address of the incorporator of the corporation is Philip Richards, c/o Richards & Robbins, 20 Community Place, Morristown, New Jersey 07960.

ARTICLE VI

INITIAL DIRECTOR

The name and street address of the individual who is to serve as the sole initial director of the corporation is:

Philip Richards


c/o Richards & Robbins
20 Community Place
Morristown, New Jersey 07960

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of November, 2000.



Philip Richards
Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Niagara Realty, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 29th day of November, 2000..

C T CORPORATION SYSTEM

By: Barbara A Burke

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

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TALLAHASSEE FLORIDA