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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

New River Acquisition Corp.

Certificate of Status	0
Certified Copy	1
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F. TESCHER

JUN 26 2001

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ARTICLES OF INCORPORATION
OF
NEW RIVER ACQUISITION CORP.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: New River Acquisition Corp.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 100 N.E. Third Avenue, Suite 610, Fort Lauderdale, Florida 33301-1165.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.0001 par value per share.

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Prepared by: Kipnis Tescher Lippman & Valinsky
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301
(954) 467-1964
Howard A. Tescher, Esq., Fla. Bar. No. 0509183

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TALLAHASSEE, FLORIDA

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ARTICLE IV

REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Kipnis Tescher Lippman & Valinsky, P.A.
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301

ARTICLE V
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Howard A. Tescher
Kipnis Tescher Lippman & Valinsky, P.A.
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301

ARTICLE VI
INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

FAX AUDIT # H01000076187 3

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Fort Lauderdale, FL 33301
(954) 467-1964

2 Howard A. Tescher, Esq., Fla. Bar. No. 0509183

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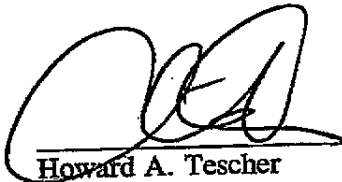
ARTICLE VII
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:


Howard A. Tescher

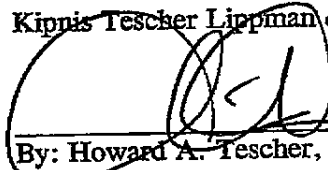
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THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:

Kipnis Tescher Lippman & Valinsky, P.A.


By: Howard A. Tescher, President

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