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Division of Corporations Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

Biva, Inc.

| | |
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ARTICLES OF INCORPORATION

OF

BIVA, INC.

FIRST: The name of the corporation is:

Biva, Inc.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: The corporation shall be authorized to issue the following shares:

| <u>Class</u> | <u>Number of Shares</u> | <u>Par Value</u> |
|---------------|-------------------------|------------------|
| Common Voting | 1,000 | No Par |

FOURTH: The address of the initial registered office of this corporation in this state is c/o United Corporate Services, Inc., 9200 South Dadeland Blvd., Suite 508, Miami, Florida 33156 and the name of the registered agent at said address is United Corporate Services, Inc.

FIFTH: The street address of the initial principal office of this corporation is c/o Gallet Dreyer & Berkey, LLP, 845 Third Avenue, 8th Floor, New York, NY 10022-6601.

SIXTH: The name and address of the incorporator is as follows:

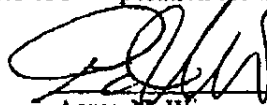
| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|--|
| Aaron N. Wise, Esq. | Gallet Dreyer & Berkey, LLP 845 Third Avenue, 8 th Floor New York, NY 10022-6601. |

SEVENTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or 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, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article.

EIGHTH: Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SEVENTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provisions currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

NINTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned have this 8th day of January, 2008 made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.



Aaron N. Wise
Incorporator

ACCEPTANCE AS REGISTERED AGENT

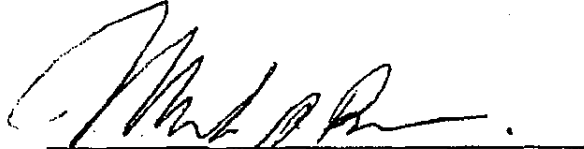
OF

BIVA, INC.

Having been named to accept service of process for the above 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 statutes relative to the proper and complete performance of my duties.

Dated: January 8, 2008

United Corporate Services, Inc.



Michael A. Barr, President

9200 South Dadeland Blvd., Suite 508
Miami, Florida 33156

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