

M. TACHIBANA, C.P.A., P.A.

MEMBER - AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS • FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

P 9600000 3970

January 5, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01710/96--01047--003
****122.50 ****122.50

1-5-96
Enclosed please find Articles of Incorporation for RIVA NETWORK, INC. and a check in the amount of \$ 122.50 for the filing of these articles. Please file these articles with an effective date of January 5, 1996.

Please file these articles and return the certified copy to me at my office:

M. Tachibana, C.P.A., P.A.
1000 Quayside Terr. #1608
Miami Beach, Fl. 33138

FILED
96 JAN 10 AM 4:09
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

M. Tachibana, P.A.
M. Tachibana, C.P.A., P.A.

1-5-96

ARTICLES OF INCORPORATION
OF

RIVA NETWORK, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Riva Network, Inc. The mailing address of this corporation is 1200 West Avenue Suite 1601, Miami Beach, Florida 33139.

ARTICLE II - PURPOSE

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

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1200 West Avenue Suite 1601, Miami Beach, Florida 33139 and the name of the initial registered agent of this corporation at this address is Yuanshya J. Vittone.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Yuanshya J. Vittone
1200 West Avenue Suite 1601
Miami Beach, Florida 33139

ARTICLE VIII - INCORPORATOR

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

Yuanshya J. Vittone
1200 West Avenue Suite 1601
Miami Beach, Florida 33139

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

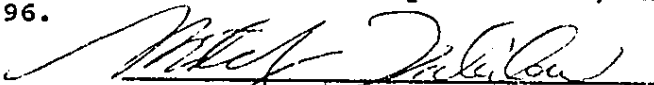
In witness whereof, the undersigned subscribed have executed these Articles of Incorporation on 5th day of January, 1996.


Yuanshya J. Vittone, Subscriber

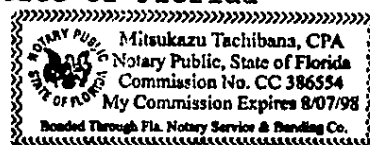
State of Florida)
) ss
County of Dade)

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Yuanshya J. Vittone known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 5th day of January, 1996.


Notary Public
State of Florida

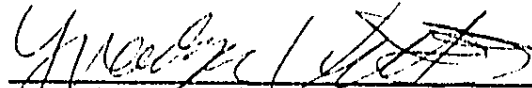
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED


In pursuance of Chapter 48.091 Florida Statutes,
the following is submitted in compliance with said Act:

That Riva Network, Inc. desiring to organize
under the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at the city of
Miami Beach, county of Dade, State of Florida, has named Yuanshya
J. Vittone located at 1200 West Avenue Suite 1601, Miami Beach,
Florida 33139 as its agent to accept service of process within
this state.


Yuanshya J. Vittone, President
5 January, 1996

ACKNOWLEDGEMENT:

Having been named to accept service of process
for the above stated corporation, at the place designated in the
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.


Yuanshya J. Vittone
5 January, 1996

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TALLAHASSEE, FLA