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9/12/96

FLORIDA DIVISION OF CORPORATIONS
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9:08 AM

((H96000012722 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL, INC.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0606

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: PLACER TECHNOLOGIES, INC.
AUDIT NUMBER.....H96000012722
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS...1
CERT. COPIES.....0

PAGES..... 4
DEL.METHOD.. FAX
EST.CHARGE.. \$78.75

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96 SEP 12 AM 9:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 SEP 12 AM 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

296A-42420
Jano
9-12-96

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**Articles of Incorporation
of
Placer Technologies, Inc.**

FILED
SEP 12 1988
CLERK OF DISTRICT COURT
JANUARY 1989

Article I. Name

The name of this Florida corporation is:
Placer Technologies, Inc.

Article II. Address

The mailing address of the Corporation is:
Placer Technologies, Inc.
1400-400 Burrard Street
Vancouver BC V6C3G2

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.
The name of each initial member of the Corporation's Board of Directors is:

Harmel S. Rayat

Article VI. Incorporator

The name and address of the incorporator is:

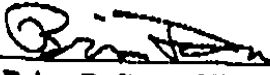
Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective September 12, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on September 6, 1996

Corporate Creations International Inc.

By: 
Brian R. Fons Vice President

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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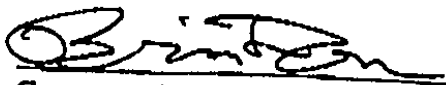
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Placer Technology, Inc.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

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SEP 12 11 09 AM '96
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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Corporate Creations Enterprises, Inc.
Brian R. Fons, Vice President

Date: 9/12/96

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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12/10/96

FLORIDA DIVISION OF CORPORATIONS
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11:14

((H96000017293 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: PLACER TECHNOLOGIES, INC.

AUDIT NUMBER.....H96000017293

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 3

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

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DIVISION OF CORPORATIONS

Completed - 96 f corp. add. ✓
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FILED
96 DEC 11 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 10, 1996

PLACER TECHNOLOGIES, INC.
1400-400 BURNARD STREET
VANCOUVER, BC V6C3G-2

SUBJECT: PLACER TECHNOLOGIES, INC.
REF: P96000075824

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

Please return 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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000017293
Letter Number: 296A00055187

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Articles of Amendment

Article I. Name

The name of this Florida corporation is Placer Technologies, Inc. (the "Corporation").

Article II. Amendments

The Articles of Incorporation of the Corporation are amended so that the text of Article II is deleted in its entirety and replaced with the following:

The mailing address of the Corporation is:

Placer Technologies, Inc.
3957 San Mateo Avenue
Riverside, CA 92504

The Articles of Incorporation of the Corporation are amended so that the text of Article III is deleted in its entirety and replaced with the following:

The corporation shall have the authority to issue 50,000,000 shares of common stock, par value \$.001 per share.

The Articles of Incorporation of the Corporation are amended so that the text of Article V is deleted in its entirety and replaced with the following:

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

Hendev S. Rayat
David A. Gamace
Frank Mueller

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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FILED
DEC 11 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on December 11, 1996.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on December 11, 1996.

Placer Technologies, Inc.

By: 

Brian Fons, its Assistant Secretary

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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