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KIVISTO LAW FIRM

1010 TENTH AVENUE NORTH

SUITE 2

LAKE WORTH, FLORIDA 33460

J. K. KIVISTO, ESQ.

MEMBER OF

FLORIDA, ILLINOIS AND ONTARIO BARS

TELEPHONE (561) 588-5328

FAX (561) 588-5419

December 10, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32304

600002372666--8

-12/16/97-01011--002

****122.50 ****122.50

RE: Niinivaara Technologies, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above company along with our check in the amount of \$122.50 for the filing fee.

Please file the original and return the certified copy to this office.

Sincerely,

J. K. Kivisto

97 DEC 16 PM 2:20

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12-16-97
WJ

FILED STATE
SECRETARY OF CORPORATIONS
91 DEC 16 PM 2:20

ARTICLES OF INCORPORATION
OF
NIINIVAARA TECHNOLOGIES, INC.

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

ARTICLE I - NAME

The name of this Corporation is NIINIVAARA TECHNOLOGIES, INC.

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) of Ten (\$10.00) Dollar par value common stock.

ARTICLE IV - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 1010 Tenth Avenue North, Suite 2, Lake Worth, Florida 33460-2107.

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this Corporation is J.K. Kivisto 1010 Tenth Avenue North, Suite 2, Lake Worth, Florida 33460-2107.

ARTICLE VI - BOARD OF DIRECTORS

The business and affairs of this Corporation shall be managed and shall be under the direction of the directors of this Corporation. Directors need not be residents or citizens of the State of Florida. The directors may take action by written consent without a meeting as provided by law.

ARTICLE VII - INDEMNIFICATION

This Corporation shall, to the fullest extent permitted by law, indemnify any and all of its officers, directors, employees, agents and any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or other matters and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to both as to action in official capacity and as to action in another capacity while holding such office, and 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, executors, and administrators of such person.

ARTICLE VIII - INCORPORATOR

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

J.K. Kivisto 1010 Tenth Avenue North, Suite 2, Lake Worth, Florida 33460-2107.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or amendment hereto as provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of December, 1997.



J.K. Kivisto

SECRET
DIVISION OF CORPORATIONS
97 DEC 16 PM 2:20


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

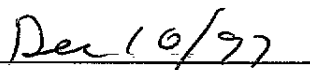
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA

1. The name of this corporation is: NIINIVAARA TECHNOLOGIES, INC.
2. The name and address of the registered agent and office is:

J.K. Kivisto
1010 Tenth Avenue North, Suite 2
Lake Worth, Florida 22360-2107

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certification, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with th provisionsof all statutes relating to the proper and complete performance
of my duties, and I am familiar with and accept the obligations of my position as registered
agent.


J.K. Kivisto


Date