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GEORGE, BUCHMAN & LEIGH

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

3050 TWO ALLEN CENTER

1200 SMITH

HOUSTON, TEXAS 77002-4308

TELECOPIER
(713) 655-9035

TELEPHONE
(713) 655-0200

June 23, 1998

Department of State
Division of Corporations
George Firestone Building
409 East Gaines St.
Tallahassee, Florida 32399

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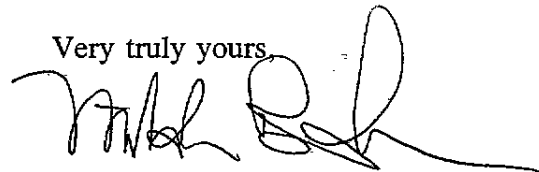
Re: Articles of Incorporation of Nano Technologies, Inc.

Dear Sirs:

Enclosed please find the original and two copies of the Articles of Incorporation for Nano Technologies, Inc. which I request that you file among the records of your state. I am enclosing my firm check in the amount of \$122.50 for the filing fee, together with an acceptance of appointment of registered agent executed by the president of International Telecom, Inc. Please return a file stamped copy of the articles together with evidence of incorporation in the self addressed stamped envelop which is included herein for your use.

If you have any questions, please give me a call.

Very truly yours,



Mitchell J. Buchman

Enclosures

APPROVED
AND
FILED
98 JUN 24 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

NANO TECHNOLOGIES, INC.

98 JUN 24 AM 8:26

Articles of Incorporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of eighteen (18) years of age or more, a citizen of the State of Texas, and acting as incorporator for Nano Technologies, Inc. (the "Corporation") under the laws of the State of Florida, adopts the following Articles of Incorporation:

1. Name. The name of the corporation is Nano Technologies, Inc.
2. Duration. The period of its duration is perpetual.
3. Purpose. The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed in that state.
4. Authorized Shares. The aggregate number of shares which the Corporation has authority to issue is Twenty Million (20,000,000) shares with no par value. The shares are designated as common stock and have identical rights and privileges in every respect.
5. Commencement of Business. The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received.
6. No Cumulative Voting. Cumulative voting by the shareholders in the election of directors is expressly prohibited. At each election for directors of the Corporation, each shareholder shall have the right to vote, in person or by proxy, the number of shares owed by the shareholder for each of as many persons as there are directors to be elected and for whose election he has a right to vote.
7. No Preemptive Rights. No shareholder or other person shall have any preemptive right to acquire additional shares of the Corporation that may from time to time be issued. Shares of this Corporation may be issued and sold from time to time by direction of the Board of Directors to such persons and upon such terms and conditions as the Board of Directors deems proper and advisable.
8. Indemnification of Officers and Directors and Other Persons. The Corporation shall indemnify, to the maximum extent permissible under the laws of the State of Florida, any officer, director, or other person in accordance with the bylaws and any other agreement, corporate resolution, vote of directors or shareholders, or otherwise.

9. Limitation on Liability. A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except where the director is found liable for:

- (a) a breach of the director's duty of loyalty to the Corporation or its shareholders;
- (b) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (d) an act or omission for which the liability of a director is expressly provided by an applicable statute.

10. Prudent Conduct. No person shall be liable to the Corporation for any loss or damage suffered by it resulting from any action or admitted to be taken by him as a director or officer of the Corporation in good faith and as if such person exercised or used the same degree of care and skill as a prudent person would have exercised or used in the same or similar circumstances in the conduct of his own affairs.

11. Interested Director - Quorum Voting. No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation in relation to any other corporation shall (in the absence of fraud) be invalidated or otherwise affected by the fact that a director of the Corporation may be interested in or be a director or officer of such other corporation. Any director of the Corporation may vote upon a contract or other transaction between the Corporation and any subsidiary, parent or affiliated corporation without regard to the fact that he may also be a director of such subsidiary, parent, or affiliated corporation. Any director of the Corporation (or any firm or association of which any director may be a member) may be a party to or interested in any contract or transaction of the Corporation, provided that the director shall disclose such fact at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken. Any such director may be counted to determine the existence of the quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction.

12. Shareholder Actions Without a Meeting. Any action required by the Texas Business Corporation Act to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Further,

all procedures required by Article 9.10 of the Texas Business Corporation Act shall be followed in connection with any such consents, including notice of the taking of any action by the shareholders without a meeting by less than unanimous written consent shall be given to those shareholders who did not consent in writing to the action.

13. Registered Agent. The name of the initial registered agent of the Corporation and the post office address of the initial registered office of the Corporation is:

International Telecom, Inc.
735 N.W. 22nd Avenue
Miami, FL 33125

14. Initial Directors. The number of directors constituting the board of directors (except for the initial board of the directors) of the Corporation shall be fixed by the By-laws. The number of directors constituting the initial board of directors is one (1) and the name and address of each such person who is to serve as a director until the first annual meeting of the shareholders or until their successors are elected and qualified is:


Mr. Douglas Lapin
72 Avenue Henri Martin
75116 Paris, France

15. Initial By-laws. The initial by-laws shall be adopted by the board of directors. The power to alter, amend, or repeal the by-laws or adopt new by-laws is vested in the board of directors, subject to repeal or change by action of the shareholders.

16. Incorporator. The name and address of the incorporator is:

Mitchell J. Buchman
3050 Two Allen Center
1200 Smith Street
Houston, Texas 77002-4308

As incorporator, I execute these Articles of Incorporation on June 15, 1998.



Mitchell J. Buchman

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

International Telecom, Inc., a Delaware Corporation, authorized to conduct business in the state of Florida, whose principal business office located in the state of Florida is 735 N.W. 22nd Avenue, Miami, FL 33125, hereby accepts the appointment as, and consent to act, as the registered agent for Nano Technologies, Inc. International Telecom, Inc. further states that it is familiar with, and accepts, the obligations of the position of registered agent.

IN WITNESS THEREOF, the undersigned, being President of International Telecom, Inc., hereby represents that he is authorized and empowered to execute this document as the act and deed of said corporation.

INTERNATIONAL TELECOM, INC.



By: Douglas Lapin, President
Dated: April 1, 1998

To Mitch Buchanan

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 24 AM 8:26

APPROVED
AND
FILED