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Executive Fax

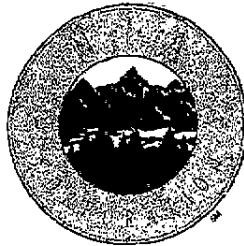
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06/29/99 TUE 09:45 FAX 303 232 4758

NIA CORPORATION

001



Telephone:
800-323-2586
303-232-4480

General Fax: 303-232-4758
Supplies Fax: 303-232-4594
Executive Fax: 303-274-4559

June 29, 1999

Dept of State Division of Corporations
State Capital
Tallahassee, Florida

Re: NIA Corporation (a Colorado Corporation)

Please be informed that Corporation being formed in Florida is a related company and therefore we waive the right to use the NIA Corporation (a Florida Corporation) name.

If there should be any questions please feel free to contact this office

Sincerely,

A handwritten signature in cursive script, appearing to read "Phillip G. Chesson". The signature is written in black ink and is positioned above the printed name.

Phillip G. Chesson
President, COO

ARTICLES OF INCORPORATION

OF

NIA Corporation

ARTICLE I

NAME

The name of this Corporation is
NIA Corporation
Corporate Office: 2300 Curlew Road Ste 206
Palm Harbor, Florida 34683

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II

TERM

The term of existence of this Corporation is perpetual.

ARTICLE III

PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue One thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of Corporation, who shall serve until their successors are elected and have qualified, or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Phillip G. Chesson	2300 Curlew Road Ste 206 Palm Harbor, Fl 34683

ARTICLE VI
OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President/ Secretary	Phillip G. Chesson 2300 Curlew Road 2nd floor Palm Harbor, Florida 34683

ARTICLE VII
REGISTERED OFFICE AND AGENT

<u>NAME</u>	<u>ADDRESS</u>
Phillip G. Chesson	2300 Curlew Road Ste 200 Palm Harbor, Florida 34683

ARTICLE VIII
INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLES
BY-LAWS

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X
AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XI
SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows: —

<u>NAME</u>	<u>ADDRESS</u>
Phillip G. Chesson	2300 Curlew Road Palm Harbor, Florida 34683

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 18th Day of June, 1999.



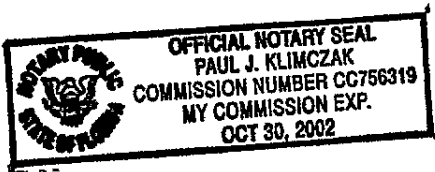
Phillip G. Chesson

STATE OF FLORIDA)

COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements; personally appeared Phillip G. Chesson, personally known to me known to be the person in and who executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid the 18th day of June, 1999.



Paul J. Klimczak
Notary Public-State of Florida

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, Phillip G. Chesson as Registered Agent for NIA Corporation does hereby agree to accept service of Process on behalf of the Corporation, to keep my office located at 2300 Curlew Road Ste 206 County of Pinellas, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: June 1, 1999

Phillip G. Chesson
Phillip G. Chesson
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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