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Keith McKenzie

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*****80.00 *****78.75

3800 Max Place

Apartment 208

Boynton Beach

Florida 33436

Tel (561) 752-4527

APPROVED
AND
FILED
99 DEC -2 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

I, Keith McKenzie hereby certify that will not be reinstating the NIAGARA OF AMERICA CORPORATION which was dissolved on 24th September 1999.

I wish to release the above name to the new Corporation which is to be formed.

Signed




Dated

2nd Dec 1999



Chris Johnson
MY COMMISSION # CC880321 EXPIRES
October 17, 2003
BONDED THRU TROY FAIN INSURANCE, INC.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

ARTICLES OF INCORPORATION

The undersigned incorporator, 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 the corporation shall be:

NIASARA OF AMERICA CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1225 HAVERHILL RD
WEST PALM BEACH
FLORIDA 33417

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

50,000,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

KEITH MCKENZIE
3800 MAY PLACE (APT 208)
BOYNTON BEACH FLA 33436

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

KEITH MCKENZIE (DIRECTOR)
3800 MAY PLACE
APT 208
BOYNTON BEACH
FLA 33436

Signature/Incorporator



Date

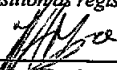
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(An additional article must be added if an effective date is requested.)

CORPORATE EXISTENCE SHALL BEGIN 1ST JANUARY 2000

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of 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

Signature/Registered Agent



Date

12/2/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA