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ARTICLES OF INCORPORATION
OF
EXCHANGEWAVE.COM, INC.

FILED *ml*
In the office of the Secretary of State
of the State of California

MAR 13 2000

Bill Jones
BILL JONES, Secretary of State

I.

The name of this corporation is exchangeWave.com, Inc.

II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

The name and address in the State of California of this corporation's initial agent for service of process is: Tim Albinson, exchangeWave.com, Inc. 3060 Pierce Street #4, San Francisco, CA 94123.

IV.

This corporation is authorized to issue only one class of shares of stock, designated "Common Stock," and the total number of shares which this corporation is authorized to issue is Twenty Million (20,000,000).

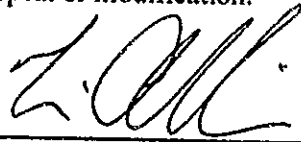
V.

1. Limitation of Directors' Liability. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

2. Indemnification of Corporate Agents. This corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.

3. Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article V shall not adversely affect any right of indemnification or limitation of liability of an agent of this corporation relating to acts or omissions occurring prior to such repeal or modification.

Dated: March 10, 2000



Tim Albinson, Incorporator