

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B)

ARTICLE I

The exact name of the corporation is:

Unipoint Technologies, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To provide software/hardware development, installation, consulting and adaptation services

To deal in any and all other businesses not restricted by the General Laws of Massachusetts

Examiner

Name
Approved

PHG

- C
- P
- M
- R.A.

36061061

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

5

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	2000	Common:		
Preferred:		Preferred:		

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

None

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

See attached

ARTICLE VI

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

None

***If there are no provisions state "None".*

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

Any stockholder, including the heirs, assigns, executors, executrix or administrators of any deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors in the following manner: notify the Board of Directors of his desire to sell or transfer by notice in writing, which Notice shall contain the price at which he is willing to sell or transfer, and the name of one (1) arbitrator. The Board of Directors within thirty (30) days thereafter shall either accept the offer or by notice in writing name a second arbitrator. The two arbitrators shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator. After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors shall have thirty (30) days within which to purchase the same at such valuation. If the corporation does not exercise its option or the same at such valuation. If the corporation does not exercise its option or right to purchase, at the expiration of the thirty (30) days, the owner of the shares shall be at liberty to dispose in any manner he may see fit.

No share of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:
387 Harvard Street, Brookline, MA 02146

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Dmitriy Lyubarskiy	39 Bencliffe Cirle Newton, MA 02166	same
Treasurer:	Dmitriy Lyubarskiy	39 Bencliffe Circle Newton, MA 02166	same
Clerk:	Michael Averbuch	22 Chestnut Place Brookline, MA 02146	same
Directors:	Dmitriy Lyubarsky	39 Bencliffe Circle Newton, MA 02166	same
	Michael Averbuch	22 Chestnut Place Brookline, MA 02146	same

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of:
December

d. The name and business address of the resident agent, if any, of the corporation is:
None

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 9 day of FEBRUARY, 1998.

Dmitriy Lyubarskiy

Dmitriy Lyubarsky, 39 Bencliffe Circle, Newton, MA 02166

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

THE COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF THE
COMMONWEALTH

608176

ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B)

MAR -2 PM 2:59

CORPORATION DIVISION

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 200.00 having been paid, said articles are deemed to have been filed with me this 2nd day of MARCH 19 98.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Boris B. Maiden, Attorney at Law

251 Harvard Street, Suite 1

Brookline, MA 02146

Telephone: (617) 739-6977