

**NXGEN NETWORKS, INC.
ATTACHMENT I**

Articles of Incorporation and Authorization to Transact Business

File Number 6127-750-1

State of Illinois Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
NXGEN NETWORKS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 10TH day of OCTOBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

Filing Fee: \$50.00
BY: Hilbrecht, Jones, Schreck
600 E Charleston Blvd.
Las Vegas, Neayda 89104

NOV 26 1980

1 ARTICLES OF INCORPORATION

2 OF
3 No. 6780-80 AVERY, ARMSTRONG AND ASSOCIATES,
4 ARCHITECTS AND ENGINEERS

5 KNOW ALL MEN BY THESE PRESENTS:

6 That the undersigned, for the purpose of association to
7 establish a corporation for the transaction of business and
8 the promotion and conduct of the objects and purposes hereinafter
9 stated, under the provisions of and subject to the requirements
10 of the laws of the State of Nevada, do make, record and file
11 these Articles of Incorporation, in writing, and we do hereby
12 certify:

13 I
14 That the name of the corporation shall be:
15 AVERY, ARMSTRONG AND ASSOCIATES,
16 ARCHITECTS AND ENGINEERS.

17 II
18 That the principal office and place of business of the
19 corporation shall be at 600 East Charleston Boulevard, Las Vegas,
20 Nevada, 89104; and that the resident agent in charge thereof
21 shall be: HILBRECHT, JONES, SCHRECK & BERNHARD, CHARTERED.

22 III
23 That this corporation may engage in any lawful activity.

24 IV
25 That this corporation is authorized to issue 2,500
26 shares of common stock of no par value with preemptive rights.

27 V
28 Any and all shares issued by the corporation, the fixed
29 consideration for which has been paid or delivered, shall be
30 deemed fully paid stock and not liable for any further call or
31 assessment thereon, and the holders of such stock shall not
32 be liable for any further assessments, nor shall the private

1 property of the shareholders, officers, or directors be
2 subject to the payment of corporate debts or obligations to
3 any extent whatsoever.

4 VI

5 The members of the governing board shall be styled
6 Directors. The Board of Directors shall consist of not less
7 than one nor more than five members. At all elections of
8 directors of the corporation each holder of stock possessing
9 voting power shall be entitled to as many votes as shall
10 equal the number of his shares of stock multiplied by the
11 number of directors to be elected, and that he may cast all
12 of such votes for a single director or may distribute them
13 among the number to be voted for or any two or more of them,
14 as he may see fit. The name and address of the first Board
15 of Directors which shall consist of three members, and of
16 each of the incorporators signing these Articles are as follows:

17 FIRST BOARD OF DIRECTORS
18 AND INCORPORATORS

19 HELENE FAIRCHILD 600 E. Charleston Blvd., Las Vegas, Nev. 89104
20 PHRONISIE MARKIN 600 E. Charleston Blvd., Las Vegas, Nev. 89104.
21 DEBRA HOUGHTLING 600 E. Charleston Blvd., Las Vegas, Nev. 89104

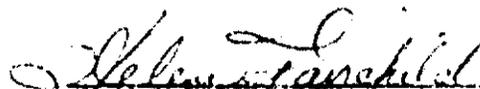
22 VII

23 This corporation shall have perpetual existence.

24 VIII

25 These articles may be amended by the directors and the
26 stockholders in the manner provided by law.

27 IN WITNESS WHEREOF, the undersigned directors and
28 incorporators have executed these Articles of Incorporation
29 this 6th day of October, 19 80.

30
31 
32 HELENE FAIRCHILD

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Phronsie Markin
PHRONSIE MARKIN

Debra Houghtling
DEBRA HOUGHTLING

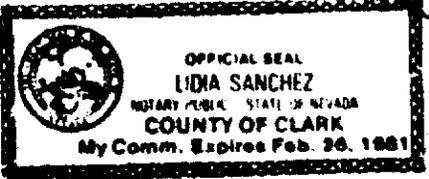
STATE OF NEVADA)

COUNTY OF CLARK)

On this 6th day of October, 19 80, before me, a Notary Public in and for said county and state, personally appeared HELENE FAIRCHILD, PHRONSIE MARKIN, and DEBRA HOUGHTLING, known to me to be the persons described in and who executed the foregoing ARTICLES OF INCORPORATION, who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.

Lidia Sanchez
NOTARY PUBLIC



FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

Application for Renewal

SEP 01 1998

No. C 6780-80

Dean Heller

DEAN HELLER, SECRETARY

This application authorizes the office of the secretary of state of Nevada to
reinstate Avery, Armstrong & Assoc., Architects & Engineers, Inc. (old name)
under the name of:

OLD NIGHT, INC. (new name).

This application is accompanied with the sixty-day list or annual list, the
designation of the resident agent, and all fees and penalties.

Loette Maddalena

(authorized signature)

-
- If a corporation, this application shall be signed by an officer.
 - If a limited partnership, this application shall be signed by a general partner.
 - If a limited-liability company, this application shall be signed by a manager or a member.
 - If a limited-liability partnership, this application shall be signed by a managing partner.

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

STATE OF NEVADA
OFFICE OF THE SECRETARY OF STATE
State Capitol Complex
Carson City, Nevada 89710

Phone (702) 687-5203
Fax (702) 687-3471

F49900010495 \$1775-

SEP 01 1998
No. C6780-80

Certificate of Revival Pursuant to NRS 78.730
(Read instructions on reverse side) (Please remit with at least one copy)

Dean Heller
DEAN HELLER, SECRETARY OF STATE

1. The name of the corporation: Avery, Armstrong and Associates, Architects and Engineers
(name must appear exactly the same as last recorded in this office)

2. The name and address of the corporation's resident agent:
Denise Williams
2485 Eastlake Blvd
Carson City, NV 89704
(physical address of Resident Agent) (mailing address, if different from physical)

3. The date when the revival of the charter is to commence or be effective, which may be, before the date of the certificate: 22 July 1998

4. Indicate whether or not the revival is to be perpetual, and, if not perpetual, the time for which the revival is to continue. The corporation's existence shall be: PERPETUAL or _____
(Time for which the revival is to continue)

5. The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of this chapter.

6. The names and addresses of the president, secretary and treasurer and all of the corporation's directors are as follows:

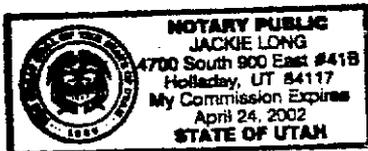
<u>Jon Heidelberg</u> (president)	<u>7066 Sagebrush Way, SLC, UT 84121</u> (address)
<u>Loretta Heidelberg</u> (secretary)	<u>7066 Sagebrush Way, SLC, UT 84121</u> (address)
<u>Loretta Heidelberg</u> (treasurer)	<u>7066 Sagebrush Way, SLC, UT 84121</u> (address)
<u>Jon Heidelberg</u> (director)	<u>7066 Sagebrush Way, SLC, UT 84121</u> (address)
<u>Loretta Heidelber</u> (director)	<u>7066 Sagebrush Way, SLC, UT 84121</u> (address)

You may attach additional pages, if necessary

The undersigned declares that they have obtained written consent of all the stockholders of the corporation and the unanimous consent was secured and that they are the person(s) designated or appointed by the stockholders of the corporation to revive the corporation.

Loretta Heidelberg
(signature)

(signature)



State of Utah County of Salt Lake
Signed and sworn to (or affirmed) before me on 7/22/98
by Loretta Heidelberg (name)

(name)
Jackie Long (Notarial Officer)

FY09-29260
P.02

(\$100.00)

FILED 02:21P
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

DEC 02 1998

No. 26780-80 CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF OLD NIGHT, INC.

Dean Heller
DEAN HELLER, SECRETARY OF STATE

We the undersigned, Jon Heidelberg, President and Loretta Heidelberg, Secretary of Old Night, Inc., do hereby certify: That the Board of Directors of said corporation at a meeting duly convened, held on the 20th day of August, 1998 adopted a resolution to amend the original articles as follows:

ARTICLE I which presently reads as follows:

That the name of the corporation shall be:

**AVERY, ARMSTRONG AND ASSOCIATES,
ARCHITECTS AND ENGINEERS**

Is hereby amended to read as follows:

That the name of the corporation shall be:

OLD NIGHT, INC.

ARTICLE IV which presently reads as follows:

**ARTICLE FOUR
STOCK**

The total authorized capital stock of this corporation shall consist of Two Thousand Five Hundred (2,500) shares of common stock of no par value of with preemptive rights. All of the voting power of the capital stock of this corporation shall be subject to assessment.

Is hereby amended to read as follows:

**ARTICLE FOUR
AUTHORIZED CAPITAL STOCK**

The total authorized capital stock of the Corporation is 100,000,000 shares of Common Stock, with a par value of \$0.001 (1 mil). All stock when issued shall be deemed fully paid and non-assessable. No cumulative voting, on any matter to which Stockholders shall be entitled to vote, shall be allowed for any purpose.

The authorized stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall, from time to time, determine. Shareholders shall not have pre-emptive rights to acquire unissued shares of the stock of this Corporation.

ARTICLE SIX
Directors

Members of the governing board shall be styled Directors. The Board of Directors shall consist of not less than one nor more than five members. At all elections of directors of the corporation each holder of stock possessing voting power shall be entitled to as many votes as shall equal the number of his shares of stock multiplied by the number of directors to be elected, and that he may cast all of such votes for a single director or may distribute them among the number to be voted for any two or more of them, as he may see fit. The name and address of the first Board of Directors which shall consist of three members, and of each of the corporators signing these Articles are as follows:

Article VI which presently reads as follows:

NAME	ADDRESS
Helen Fairchild	600 E. Charleston Blvd., Las Vegas, Nevada 89104
Phronsie Markin	600 E. Charleston Blvd., Las Vegas, Nevada 89104
Debra Houghtling	600 E. Charleston Blvd., Las Vegas, Nevada 89104

Is hereby amended to read as follows:

ARTICLE SIX
DIRECTORS

The Directors are hereby granted the authority to do any act on behalf of the Corporation as may be allowed by law. Any action taken in good faith, shall be deemed appropriate and in each instances where the Articles of Incorporation so authorize, such action by the Directors, shall be deemed to exist in these Articles and the authority granted by said Act shall be imputed hereto without the same specifically having been enumerated herein.

The Board of Directors may consist of from one (1) to nine (9) directors, as determined, from time to time, by the then existing Board of Directors.

THE FOLLOWING NEW ARTICLES ARE HEREBY ADOPTED

ARTICLE NINE
COMMON DIRECTORS

As provide by Nevada Revised Status 78.140, without repeating the section in full here, the same is adopted and no contact or other transaction between this Corporation and any of its officers, agents or directors shall be deemed void or voidable solely for that reason. The balance of the provisions of the code section cited, as it now exists, allowing such transactions, is hereby incorporated into this Article as though more fully set-forth, and such Article shall be read and interpreted to provide the greatest latitude in its application.

**ARTICLE TEN
LIABILITY OF DIRECTORS AND OFFICERS**

No Director, Officer or Agent, to include counsel, shall be personally liable to the Corporation or its Stockholders for monetary damage for any breach or alleged breach of fiduciary or professional duty by such person acting in such capacity. It shall be presumed that in accepting the position as an Officer, Director, Agent or Counsel, said individual relied upon and acted in reliance upon the terms and protections provided for by this Article. Notwithstanding the foregoing sentences, a person specifically covered by this Article, shall be liable to the extent provided by applicable law, for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or for the payment of dividends in violation of NRS 78.306.

**ARTICLE ELEVEN
ELECTION REGARDING NRS 78.378 - 78.3793 and 78.411 - 78.444**

This Corporation shall NOT be governed by nor shall the provisions of NRS 78.378 through and including 78.3793 and NRS 78.411 through and including 78.444 in any way whatsoever affect the management, operation or be applied in this Corporation. This Article may only be amended by a majority vote of not less than 90% of the then issued and outstanding shares of the Corporation. A quorum of outstanding shares for voting on an Amendment to this article shall not be met unless 95% or more of the issued and outstanding shares are present at a properly called and noticed meeting of the Stockholders. The super-majority set forth in this Article only applies to any attempted amendment to this Article.

The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 496,400; that the said change (s) and amendment have been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

Jon Heidelberg
Jon Heidelberg
President

Loretta Heidelberg
Loretta Heidelberg
Secretary/Treasurer

State of Utah
County of Salt Lake

On Jon & Loretta Heidelberg, personally appeared before me, a Notary Public, Jon Heidelberg and Loretta Heidelberg who acknowledged that they executed the above instrument.

Jackie Long
Notary Public



INV.
(\$ 75.-)

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED # C6780-80

AUG 31 2000

IN THE OFFICE OF
Dean Hill
DEAN HILL, CLERK SECRETARY OF STATE

OLD NIGHT, INC.

Pursuant to the provisions of section 78.209, Nevada Revised Statutes, the undersigned President and Secretary of Rich Earth, Inc. (the "Corporation"), does hereby certify the Board of Directors of the Corporation adopted a resolution to amend the original articles as follows:

Article I which presently reads as follows:

The name of the Corporation shall be:

OLD NIGHT, INC.

Is hereby amended to read as follows:

The name of the Corporation is:

NXGEN NETWORKS, INC.

The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 5,460,400; that the said changes and amendments have been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

The effective date of this amendment is August 31, 2000, at the Closing.

[Signature]
Xenios Xenopoulos, Secretary

[Signature]
Xenios Xenopoulos, President

On the ____ Day of August, 2000 Xenios Xenopoulos the sole director and officer of the Company personally appeared before me, a Notary Public in and for the Country of Cyprus, and acknowledged that he executed the above instrument.

Notary Public in and for the
Country of Cyprus

Signed and sealed this day in my presence
by Xenios Xenopoulos

who is/are personally known to me. In testimony
whereof I have hereto set my hand and official seal
this 24th day of August 2000

PANAYIOTIS KOLOCOTRONIS
Certifying Officer, Nicosia - Cyprus

[Signature]

