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May 21, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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****120.00 ****120.00

RE: SOLSTICE CORPORATION

Gentlemen:

Enclosed please find an original and one copy of the Certificate of Domestication and Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$120.00 representing the filing fee and registered agent fee.

If you have any questions regarding this matter, please contact our office.

Very truly yours,

GRAY, HARRIS, ROBINSON,
HOVIS, BOYETTE, & CRAWFORD, P.A.

Wade Boyette

Wade Boyette

KWB/jcg
Enclosures

Wade Boyette GAVE
AUTHORIZATION BY PHONE TO
CORRECT *articles*
DATE *6-5-01*
DOC. EXAM *KW*

FILED
01 MAY 29 AM 11:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA



MELBOURNE

ORLANDO

TALLAHASSEE

TAMPA

I. Burch

JUN 5 2001

FILED

01 MAY 29 AM 11:58

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DOMESTICATION
OF
SOLSTICE CORPORATION**

The undersigned, acting as the President of SOLSTICE CORPORATION, formerly a Georgia corporation (the Corporation), pursuant to Section 607.1801 of the Florida Statutes, hereby certifies the following as part of this Certificate of Domestication:

Article 1 - Original Incorporation

The Corporation was originally incorporated under the laws of the State of Georgia on October 6, 1992.

Article 2 - Name

The name of the Corporation immediately prior to the filing of this Certificate of Domestication is Solstice Corporation. The name of the Corporation as set forth in its Articles of Incorporation filed in accordance with Section 607.1801, Florida Statutes, concurrently with this Certificate of Domestication is Solstice Group, Inc.

Article 3 - Principal Place of Business

Immediately prior to the filing of this Certificate of Domestication, the Corporation's principal place of business was within the State of Georgia. Subsequent to the filing of this Certificate of Domestication, the Corporation's principal place of business shall be within the State of Florida.

Article 4 - Domestication of Corporation

Prior to the effective date of this Certificate of Domestication, the Corporation was incorporated under the laws of the State of Georgia. In accordance with Section 607.1801, Florida Statutes, upon filing with the Department of State of the Corporation's Articles of Incorporation and this Certificate of Domestication, the Corporation shall be domesticated in the State of Florida. The transaction is intended to qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, based on a mere change in the place of organization of the Corporation.

Article 5 - Corporate Existence

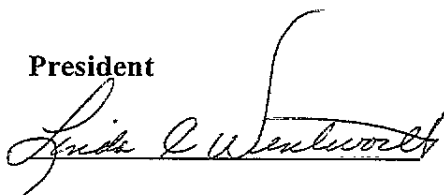
In accordance with Section 607.1801, Florida Statutes, the existence of the Corporation shall be deemed to have commenced on October 6, 1992, the date the Corporation

originally commenced its existence in the State of Delaware.

Notwithstanding the foregoing, and in accordance with the resolutions of the directors and shareholders authorizing the filing of this Certificate of Domestication, the Board of Directors of the Corporation may, by appropriate filing with the Department of State, withdrawal, terminate and cancel the domestication of the Corporation without further action by the stockholders at any time prior to the Effective Date.

IN WITNESS WHEREOF, I have set my hand and seal this day of Dec 28, 2000.

President

A handwritten signature in cursive script, appearing to read "Linda C. Wentworth", is written over a horizontal line.

ARTICLES OF INCORPORATION
of
SOLSTICE GROUP, INC.

FILED
01 MAY 29 AM 11:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I
Name

The name and street address of this corporation shall be: Solstice Group, Inc., 15701 Willo Pines Lane, Montverde, FL 34756. The mailing address of this corporation shall be 15701 Willo Pines Lane, Montverde, FL 34756.

ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV
Subscribers, Incorporators & Directors

The name and address of the Subscribers and Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
John S. Wentworth	15701 Willo Pines Lane Montverde, FL 34756
Linda C. Wentworth	15701 Willo Pines Lane Montverde, FL 34756

The names and addresses of the Directors are:

<u>NAME</u>	<u>ADDRESS</u>
John S. Wentworth	15701 Will Pines Lane Montverde, FL 34756

Linda C. Wentworth

15701 Willo Pines Lane
Montverde, FL 34756

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX

Notwithstanding the foregoing, and in accordance with the resolutions of the Board of Directors and Shareholders authorizing the filing of these Articles of Incorporation, the Board of Directors of the Corporation may, by appropriate filing with the Department of State, withdraw, terminate and cancel the domestication of the Corporation without further action by the stockholders at any time prior to the effective date.

ARTICLE X

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 15701 Willo Pines Lane. The name and address of the Registered Agent of this corporation is John C. Wentworth, 15701 Willo Pines Lane, Mountverde, FL 34756.

ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

ARTICLE X

Domestication of Corporation

Prior to the effective date of these Articles of Incorporation, the Corporation was incorporated under the laws of the State of Georgia. In accordance with Section 607.1801, Florida Statutes, upon filing with the Department of State of the Corporation the Certificate of Domestication and these Articles of Incorporation, the Corporation shall be domesticated in the State of Florida.

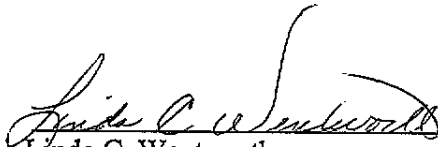
ARTICLE XI
Corporate Existence

In accordance with Section 607.1801, Florida Statutes, the existence of the Corporation shall be deemed to have commenced on October 6, 1992, the date the Corporation originally commenced its existence in the State of Georgia.

IN WITNESS WHEREOF, the undersigned, being the incorporators certify to the truth of the facts herein stated, this 28th day of December, 2000.



John S. Wentworth

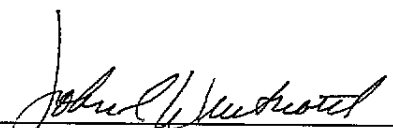


Linda C. Wentworth

ACCEPTANCE

I hereby accept appointment as Registered Agent of SOLSTICE GROUP, INC.

Dated: December 28, 2000.



John S. Wentworth