

MOORE & VAN ALLEN, PLLC

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P97000089002

October 14, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State
ATTN: Dana Calloway
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400002323224--8
-10/17/97--01083--002
****122.50 ****122.50

RE: *Articles of Incorporation for Sol-Rich Capital Management Group, Inc..*

Dear Dana:

Enclosed herewith please find the following documents for your review and filing:

1. One (1) executed original and two (2) conformed copies of the Articles of Incorporation for Sol-Rich Capital Management Group, Inc.;
2. One (1) check made payable to the Florida Secretary of State in the amount of \$122.50 for filing fees;
3. Prepaid Federal Express return envelope.

Please file these Articles of Incorporation. We would appreciate it if you would return to us in the enclosed pre-paid envelope a file-stamped copy of the Articles of Incorporation once filed by you.

Please do not hesitate to contact me directly at (704) 331-2434 if you should have any questions or if there should be any problems. Thank you for your assistance.

Sincerely yours,

MOORE & VAN ALLEN, PLLC

Vicky Windell

Victoria S. Windell

FILED
97 OCT 14 PM 2 36
SECRET
TALLAHASSEE, FLORIDA

VSW:cer

cc: Dr. Mike Solnik
Dr. Andrew M. Richman

229235

*Done
10/18/97*

ARTICLES OF INCORPORATION
OF
SOL-RICH CAPITAL MANAGEMENT GROUP, INC.

FILED
97 OCT 14 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a corporation under and by virtue of the laws of the State of Florida:

ARTICLE I

The name of the corporation is Sol-Rich Capital Management Group, Inc. The principal place of business and the mailing address of the corporation is 7900 Glades Road, Suite 610, Boca Raton, Florida 33434.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of capital stock of the par value of \$1.00 each.

ARTICLE IV

The address of the initial registered office of the corporation is 7900 Glades Road, Suite 610, Boca Raton, Florida 33434, and the name of the initial registered agent of the corporation at such address is Mike Solnik.

ARTICLE V

The number of persons constituting the initial Board of Directors of the corporation as of the date hereof shall be two (2) and the persons who are to serve as such Board of Directors, together with their addresses, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mike Solnik	7900 Glades Road - Suite 610 Boca Raton, Florida 33434
Andrew M. Richman	7900 Glades Road - Suite 610 Boca Raton, Florida 33434

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SOL-RICH CAPITAL MANAGEMENT GROUP, INC.
2. The name and address of the registered agent and office are:

Mike Solnik
7900 Glades Road - Suite 160
Boca Raton, Florida 33434

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 _____

DATE _____

Mike Solnik
10-09-97

FILED
97 OCT 14 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA