

**Gromko & Porter
Accounting & Tax Services**

P98000085675

306 East Boynton Beach Blvd.
Boynton Beach, FL 33435

Phone 561-737-8017
Fax 561-737-0433

SEPTEMBER 16, 1998

STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

700002644997--8
-09/21/98--01117--004
****122.50 ****122.50

DEAR SIRs:

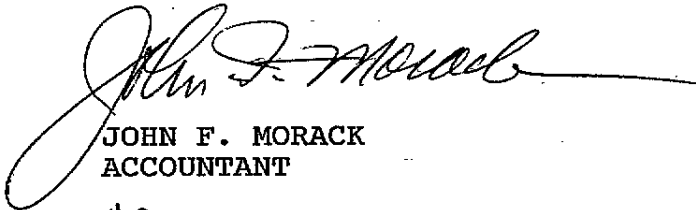
ENCLOSED, PLEASE FIND CHECK FOR \$ 122.50 FOR INCORPORATING
SOLA CLIFFE INC.

WHEN COMPLETED PLEASE RETURN TO:

GROMKO & PORTER ACCOUNTING
306 E. BOYNTON BEACH BLVD.
BOYNTON BEACH, FL 33435

THANKING YOU IN ADVANCE.

SINCERELY,


JOHN F. MORACK
ACCOUNTANT

W98-21856

524

FILED
98 OCT -6 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 23, 1998

JOHN F. MORACK
GROMKO & PORTER ACCOUNTING
306 E BOYNTON BEACH BLVD.
BOYNTON BEACH, FL 33435

SUBJECT: SOLACLIFFE, INC.
Ref. Number: W98000021856

We have received your document for SOLACLIFFE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An officer must sign in behalf of the corporation designated as registered agent. The registered agent is BAJ ACCOUNTING & TAX SERVICE, INC.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 898A00048123

Gromko & Porter
Accounting & Tax Services

306 East Boynton Beach Blvd.
Boynton Beach, FL 33435

Phone 561-737-8017
Fax 561-737-0433

FILED
OCT -6 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of this corporation shall be :SOLACLIFFE, INC.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is Five Hundred (500) Shares of common stock, of One Dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than One Hundred (\$100.00) Dollars.

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the Corporation shall be: 2400 S.W. 19TH AVE. #139
BOYNTON BEACH, FL. 33426

The Board of Directors may from time to time move the principal office to any other address in Florida.

Gromko & Porter
Accounting & Tax Services

306 East Boynton Beach Blvd.
Boynton Beach, FL 33435

Phone 561-737-8017
Fax 561-737-0433

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This Corporation shall have 02 Director(s) initially.

The number of Directors may be either increased or diminished by the by - laws adopted by the shareholder(s) but shall never be less than one. The name and address of the initial Director of this Corporation:

BRUCE TUNNICLIFFE
2400 SW 19TH AVE #139
BOYNTON BEACH, FL. 33426

THOMAS J. MIRISOLA
707 N.E. 9TH AVE.
BOYNTON BEACH, FL. 33435

ARTICLE VIII, INCORPORATOR

BRUCE TUNNICLIFFE
2400 SW 19TH AVE #139
BOYNTON BEACH, FL. 33426

THOMAS J. MIRISOLA
707 N.E. 9TH AVE.
BOYNTON BEACH, FL. 33435

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI, SUB-CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Service.

**Gromko & Porter
Accounting & Tax Services**

306 East Boynton Beach Blvd.
Boynton Beach, FL 33435

Phone 561-737-8017
Fax 561-737-0433

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

THE REGISTERED AGENT BAJ ACCOUNTING & TAX SERVICE, INC. LOCATED AT 306 EAST BOYNTON BEACH BLVD., BOYNTON BEACH, FL. 33435. ACCEPT THIS POSITION AS SIGNED BELOW: I HEREBY AM FAMILAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

John Porter
JOHN PORTER, ACCOUNTANT

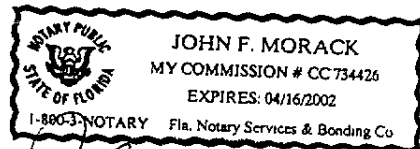
THE REGISTERED OFFICE WILL BE AT: CARE OF GROMKO & PORTER ACCOUNTING 306 EAST BOYNTON BEACH BLVD. BOYNTON BEACH, FL. 33435

IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereinto set our hands and seals this 16th day of September 1998 for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

EXECUTED THIS 15TH DAY OF SEPTEMBER 1998

Bruce Tunnicliffe
BRUCE TUNNICLIFFE PRESIDENT

SWORN TO AND SUBSCRIBED BEFORE ME
THIS 16th DAY OF SEPTEMBER 1998.



John F. Morack
JOHN MORACK, NOTARY

98 OCT -6 PM 3:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA