

TRANSMITTAL LETTER

December 22, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700003511047--0  
-12/22/00--01012--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Solid Ventures, Inc.

I have enclosed an original of the Articles of Incorporation and one (1) copy for the above corporation and a check in the amount of \$87.50 for:

- Filing Fee
- Certified Copy
- Certificate of Status

From: Paul A. Nunnally  
4772 Pineaire Lane  
West Palm Beach, Florida 33417  
561.616.8001

EFFECTIVE DATE  
01-01-01

FILED  
00 DEC 22 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION**

**OF**

**SOLID VENTURES, INC.**

**FILED**  
00 DEC 22 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

**EFFECTIVE DATE**  
01-01-01

The name of the Corporation shall be SOLID VENTURES, INC. The principal place of business shall be:

**Street Address:** 4772 Pineaire Lane, West Palm Beach, Florida 33417

**Mailing Address:** P.O. Box 220773, West Palm Beach, Florida 33422

**ARTICLE II. NATURE OF BUSINESS**

The Corporation may engage in or transact all lawful activities of businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The total number of shares of capital stock which the Corporation shall have authority to issue is fifty million (50,000,000), of which forty million (40,000,000) shares shall be Common Stock with a par value of \$0.01 per share, and ten million (10,000,000) shares shall be Preferred Stock with a par value of \$0.01 per share, all of which shares, when issued, shall be full paid and non-assessable.

None of the shares of Common Stock shall be entitled to any preference over any other shares of such stock. The Common Stock shall be subject to all of the powers, rights and preferences of each series of the Preferred Stock as such may, from time to time, be established by resolution of the Board of Directors. Subject to the provisions of this Article III with respect to the Preferred Stock, such dividends, payable in cash, stock or otherwise, as may be determined by the Board of Directors, may be declared and paid on the Common Stock from time to time out of funds lawfully available therefore. Upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after such preferential rights, if any, upon liquidation as are possessed by holders of shares of any series of Preferred Stock shall have been satisfied, the remaining net assets of the Corporation shall be distributed pro rata to the holders of shares of the Common Stock and the holders of shares of any series of the Preferred Stock that do not possess preferential rights upon such liquidation, dissolution or winding up.

The Board of Directors of the Corporation is authorized to issue shares of Preferred Stock from time to time in one or more series for such consideration as it may determine; to fix or alter

the voting powers, designations, preferences and rights, including, but not limited to, dividend rights, conversion rights and terms of redemption (including sinking fund provisions), redemption prices and liquidation preferences, or any of them, as to unissued series of shares of Preferred Stock; and to fix the number of shares constituting any such series and designation thereof, or any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

#### **ARTICLE IV. REGISTERED AGENT**

The street address of the initial registered office of the Corporation shall be 4772 Pineaire Lane, West Palm Beach, Florida 33417 and the name of the initial registered agent of the Corporation at that address is Paul A. Nunnally.

#### **ARTICLE V. TERM OF EXISTENCE**

The corporation shall exist perpetually. Pursuant to Section 607.0123 of the Florida Statutes, the effective date of this document shall be January 1, 2001.

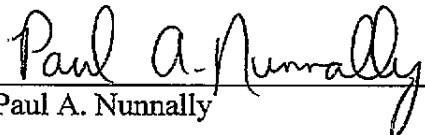
#### **ARTICLE VI. DIRECTORS**

The Corporation shall have one (1) director initially. The name and address of the initial member of the Board of Directors is Paul A. Nunnally, 4772 Pineaire Lane, West Palm Beach, Florida 33417.

#### **ARTICLE VII. INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are Paul A. Nunnally, 4772 Pineaire Lane, West Palm Beach, Florida 33417.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 1<sup>st</sup> day of January 2001.

  
Paul A. Nunnally

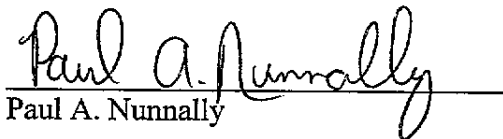
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091,  
Florida Statutes:

SOLID VENTURES, INC. desiring to organize under the laws of the State of Florida  
with its registered office address, as indicated in the Articles of Incorporation, as 4772 Pineaire  
Lane, West Palm Beach, Florida 33417, has named Paul A. Nunnally as its agent to accept  
service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated Corporation at the  
place designated in this Certificate, I hereby accept to act in this capacity and agree to comply  
with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

  
Paul A. Nunnally

**FILED**  
00 DEC 22 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA