

PO20000078890

MARSHALL & WRIGHT, P.A.

Attorneys-At-Law

301 N. Volusia Avenue • Orange City, Florida 32763

Randall J. Marshall
Gary S. Wright

Tel: (386) 775-0199
Fax: (386) 775-0460
E-Mail: mwpa@bitstorm.net

July 17, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500006524585-9
07/19/02-01034-002
*****70.00 *****70.00

Re: Incorporation/Solid Ground Assets, Inc.

Dear Sir:

Enclosed please find duplicated Articles of Incorporation for Solid Ground Assets, Inc. Also enclosed is my check in the amount of \$70.00 in payment of the filing fee.

Should these Articles be accepted, kindly forward the letter of acknowledgment to the undersigned.

Very truly yours,

Randall J. Marshall

Randall J. Marshall

RJM/sd
enc.

FILED
02 JUL 19 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BM 7/22 3

ARTICLES OF INCORPORATION
OF
SOLID GROUND ASSETS, INC.

FILED
02 JUL 19 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE:

The name of the Corporation is SOLID GROUND ASSETS, INC.

ARTICLE TWO:

The duration of the corporation is perpetual with commencement at the time of filing these Articles.

ARTICLE THREE:

The general purposes for which the corporation is organized are:

1. To engage in any or all of the aspects of real estate investment and resale.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR:

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. All shares shall be common stock.

ARTICLE FIVE:

The street address of the initial registered office of the corporation is 1672 Dunlap Dr., Deltona, FL 32725, and the name of its initial registered agent at such address is MICHAEL GIORDANO. This address is also the address of the principal office and mailing address for the corporation. MICHAEL GIORDANO, by executing these ARTICLES states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

ARTICLE SIX:

The number of directors constituting the initial board of directors of the corporation is one

(1). The name and address of the person who is to serve as a member of the initial board is:

NAME

ADDRESS

MICHAEL GIORDANO

1672 Dunlap Dr.
Deltona, FL 32725

ARTICLE SEVEN:

The name and address of the incorporator is:

NAME

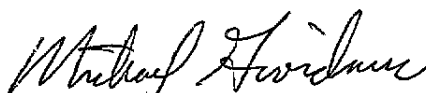
ADDRESS

MICHAEL GIORDANO

1672 Dunlap Dr.
Deltona, FL 32725

Executed by the undersigned at Orange City, Florida, on the 17th day of July,

2002.



MICHAEL GIORDANO
Incorporator/Registered Agent

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 17th day of July, 2002, by MICHAEL GIORDANO, (X) who is personally known to me or () who has produced _____ as identification.



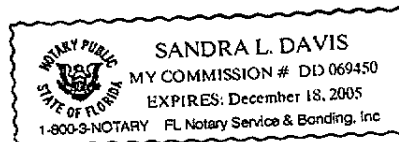
Notary signature



Notary name printed

Commission No. _____

My commission expires: _____



FILED
02 JUL 19 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA