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LAW OFFICES OF  
**KURT J. BOMAR P.A.**  
1702 RINGLING BLVD.  
SARASOTA, FLORIDA 34236

KURT J. BOMAR  
FLORIDA BAR ASSOCIATION  
ACADEMY OF FLORIDA TRIAL LAWYERS

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October 24, 2003

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

**Re: Abbate Solari Ventures, Inc.**

Gentlemen/Ladies:

Enclosed please find the original and one copy of the ARTICLES OF INCORPORATION and CERTIFICATE DESIGNATING REGISTERED AGENT with regard to the above corporation.

Also, enclosed please find a check for \$78.75. Please file these documents and send a certified copy along with document number to the address shown below:

Mr. Paul Solari  
7303 Westmoreland Drive  
Sarasota, FL 34243

Thank you for your attention in this matter.

Very truly yours,

  
Kurt J. Bomar

KJB/lj  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
ABBATE SOLARI VENTURES, INC.**

.....

**ARTICLE I – NAME**

The name of this corporation is ABBATE SOLARI VENTURES, INC..

**ARTICLE II – DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III – PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV – CAPITAL STOCK**

This Corporation is authorized to issue 600 shares of One Dollar (\$1) per value common stock which shall be designated as "Common Shares".

**ARTICLE V – PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 7303 Westmoreland Drive, Sarasota FL 34243 and the name of the initial registered agent of this corporation is Paul Solari.

**ARTICLE VII – INITIAL BOARD OF DIRECTORS**

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and addresses of the initial Board of Directors of the corporation is Jason Abbate, 80 Oakland Street, Huntington, NY 11743, Paul Solari, 7303 Westmoreland Drive, Sarasota, FL 34243.

### ARTICLE VIII – INCORPORATORS

The name and address of the Incorporator signing these articles is: Paul Solari,  
7303 Westmoreland Drive, Sarasota, FL 34243.

### ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

### ARTICLE X – AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

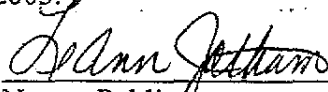
IN WITNESS WHEREOF, the undersigned Incorporators has executed these Articles of Incorporation on the 24<sup>th</sup> day of October, 2003.

  
\_\_\_\_\_  
Paul Solari  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, Paul Solari, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the States and County above, this 24<sup>th</sup> day of October, 2003.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



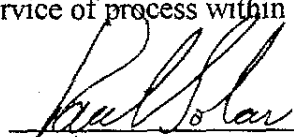
LeAnn Jotham  
My Commission DD135465  
Expires July 21, 2008

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, AND ACCEPTANCE OF AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

First, that Abbate Solari Ventures, Inc. desiring to organize or qualify under the law of the State of Florida, with its principle place of business at 7303 Westmoreland Drive, Sarasota, FL 34243, as its agent to accept service of process within Florida.

Dated: 10-24-03

  
Paul Solari  
Vice President

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
Paul Solari  
Registered Agent

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