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(Requestor's Name)

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(City/State/Zip/Phone #)

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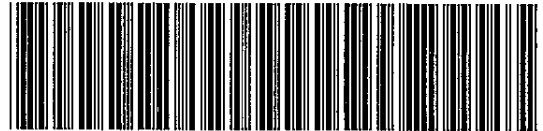
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JOHN F. TOLSON, JR.
ATTORNEY AT LAW
The Concord Building
462 Kingsley Avenue, Suite 101
Orange Park, Florida 32073

REPLY TO:
P.O. BOX 655
ORANGE PARK, FL 32067-0655

PHONE (904) 269-0050
FAX (904) 269-6119

May 4, 2004

Department of State
Division of Corporations
c/o Ms. Roseann Varnadore
409 East Gaines Street
PO Box 6327
Tallahassee, FL 32314-6327

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: SUNWORKS SOLAR SYSTEMS, INC.

Dear Roseann:

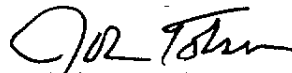
Enclosed are the original Articles of Incorporation for the above corporation and my firm check #4810 in the amount of \$70.00 to cover costs as follows:

1. \$35.00 filing fee
2. \$35.00 designation of Registered Agent

I have also enclosed one copy of the Articles of Incorporation for date stamp certification by you and return to me in the self addressed UPS NEXT DAY AIR envelope provided herein. I also would appreciate a faxed copy of the Articles to the above telefax number as soon as you have filed the Articles.

If you have any questions, please give me a call. I thank you so much for your help with this matter and the urgency involved with the processing of it.

Very truly yours,


John F. Tolson, Jr.

JFT,Jr: mcb
Enclosures

N:\Corporate\Sunworks Solar Systems\ltr to Sec State.wpd

ARTICLES OF INCORPORATION
OF
SUNWORKS SOLAR SYSTEMS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of this corporation shall be:

SUNWORKS SOLAR SYSTEMS, INC.

ARTICLE II - Principal Office

The principal place of business and mailing address of this corporation shall be:

Principal Office

462 Kingsley Ave., Suite 101
Orange Park, FL 32073

Mailing Address

1057 N. Ellis Road, #6
Jacksonville, FL 32254

ARTICLE III - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000

The corporation is authorized to issue only one class of shares of stock. The aggregate number of shares that the corporation is authorized to issue is 1,000 shares. The aggregate par value of the shares is One Thousand Dollars (\$1,000.00), and the par value of each share is \$1.00. No distinction shall exist between the shares of the corporation or between the holders of such shares.

ARTICLE IV - INDEMNIFICATION

The Corporation shall indemnify each officer and Director, including former officers and directors, to the full extent permitted by law including but not limited to Florida Statute Section 607.0850.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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ARTICLE V - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes the date when corporate existence shall commence when filed with Florida Secretary of State, The Division of Corporation.

ARTICLE VI - INITIAL DIRECTOR AND/OR OFFICERS

The name and address of the Initial Director is:

David H. Smith
1057 N. Ellis Road, #6
Jacksonville, FL 32254

The name and address of the Initial Officer is:

David H. Smith, President
1057 N. Ellis Road, #6
Jacksonville, FL 32254

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent is:

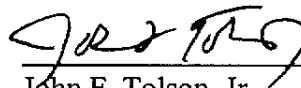
John F. Tolson, Jr.
462 Kingsley Avenue, Suite 101
Orange Park, FL 32073

ARTICLE VIII- INCORPORATOR

The name and address of the Incorporator is:

John F. Tolson, Jr.
462 Kingsley Avenue, Suite 101
Orange Park, FL 32073

The undersigned has executed these Articles of Incorporation this 4th day of May, 2004.



John F. Tolson, Jr.
Incorporator

ARTICLES OF INCORPORATION

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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:

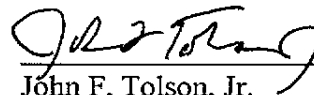
1. The name of the corporation is:

SUNWORKS SOLAR SYSTEMS, INC.

2. The name and address of the Registered Agent and office is:

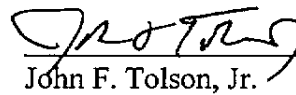
John F. Tolson, Jr.
462 Kingsley Ave., Suite 101
Orange Park, FL 32073

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



John F. Tolson, Jr.
Title: Incorporator
Date: May 4, 2004

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.



John F. Tolson, Jr.
Date: May 4, 2004