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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

JS

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04 OCT 20 AM 9:40
CLERK OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SOLAR PROOF, INC.

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

SOLAR PROOF, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**8201 NORTH WEST 82ND STREET #3
MIAMI, FL 33166**

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 10,000 SHARES OF ONE-DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**8201 NORTH WEST 82ND STREET #3
MIAMI, FL 33166**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

UBIETA, INC.

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ARTICLE VI -- BOARD OF DIRECTORS

THE INCORPORATOR SHALL HOLD AN ORGANIZATIONAL MEETING OR EXECUTE A WRITTEN CONSENT TO ELECT A BOARD OF DIRECTORS WHO SHALL COMPLETE THE ORGANIZATION OF THE CORPORATION.

THE AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS CONSISTING OF NO LESS THAN ONE DIRECTORS. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION. THE ELECTION OF DIRECTORS SHALL BE DONE IN ACCORDANCE WITH THE BYLAWS. THE DIRECTORS SHALL BE PROTECTED FROM PERSONAL LIABILITY TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW.

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

UBIETA, INC.
8201 NORTH WEST 82ND STREET #3
MIAMI, FL 33166

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 19TH DAY OF OCTOBER OF 2004.



UBIETA, INC.
INCORPORATOR

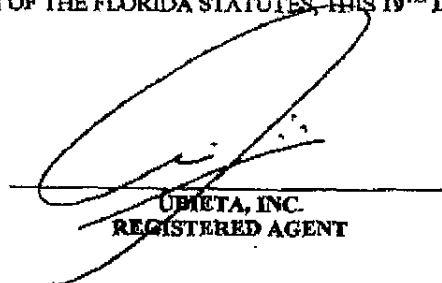
**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT SOLAR PROOF, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS APPOINTED UBIETA, INC., AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF SOLAR PROOF, INC. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 19TH DAY OF OCTOBER, 2004.


UBIETA, INC.
REGISTERED AGENT

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