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Solys Incorporated
853 Northwest 133rd Court
Miami, Florida 33182
Tel: 305/562-0787 Fax: 305/856-3350

February 21, 1995

State of Florida
Department of Corporation
P O Box 6327
Tallahassee, Florida 32314

100001415461
-02/24/95--01125--006
****192.50 ****192.50


RE: Request for Incorporation

To who it may concern:

Enclosed please find Articles of Incorporation for Solys Incorporated
and a check for \$ 192.50 for the Basic filing fee and Certified Copy
of the Articles of Incorporation.

If you have any questions, please don't hesitate to call our office.
Thank you for your prompt attention to this matter.

Sincerely,


Sonia Alfaro
Chief Executive Officer

enc.

sa

DMC
2/27/95

FILED
95 FEB 24 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

95 FEB 24 PM 2:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SOLYS INCORPORATED

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I.-NAME

The name under which this corporation will conduct its business and be known and recognized is:

SOLYS INCORPORATED

ARTICLE II.-NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be: ALL ACTIVITIES PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES OF AMERICA

ARTICLE III.-CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are: TWO THOUSAND (2,000) SHARES OF COMMON STOCK at \$ 1.00 par.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services

shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

ARTICLE IV.-TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

ARTICLE V.-ADDRESS

The initial place of business address of this corporation in the State of Florida, is:

853 Northwest 133rd Court

Miami, FLORIDA 33145

The registered office address for this corporation in the State of Florida, is:

853 Northwest 133rd Court

Miami, FLORIDA 33145

Its registered agent: JORGE LUIS ALFARO

The board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI.-SHAREHOLDERS

Shareholders meeting will take place once a year within or without the geographical boundaries or the State of Florida.

A majority of the shares entitled to vote, represents in person or proxy, shall constitute a quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII.-DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject to by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person

all be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability as to which it shall be adjudged that officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily otherwise interested in, or are directors, or officers of, such other corporation; any director individually, or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the facts that he or such firms so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorized any such contract or transactions, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII.-INITIAL DIRECTORS

The name and post office addresses of the members of the first Board of Directors are:

NAME	ADDRESS
SONIA ALFARO	853 NW 133rd COURT Miami, FLORIDA 33182
ODALYS IZQUIERDO	610 NW 133rd COURT Miami, FLORIDA 33182

ARTICLE IX.-SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

NAME	ADDRESS
SONIA ALFARO 100 Shares	853 NW 133rd COURT Miami, FLORIDA 33182
ODALYS IZQUIERDO 100 Shares	610 NW 133rd COURT Miami, FLORIDA 33182


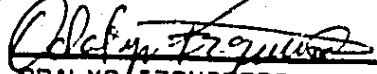
ARTICLE X.-AMENDEMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 22nd day of FEBRUARY 1995.


SONIA ALFARO

ODALYS IZQUIERDO

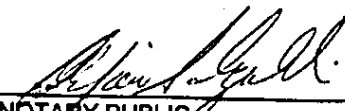
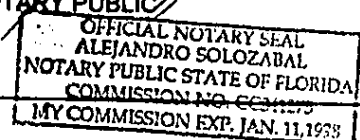
STATE OF FLORIDA
SS,
COUNTY OF DADE

I HEREBY CERTIFY that in this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements personally appeared

SONIA ALFARO
ODALYS IZQUIERDO

to me known to be the person described as the incorporator(s) and who executed the foregoing Article of Incorporation of SOLYS INCORPORATED, and acknowledged and sworn before me that they subscribes to these Articles of Incorporation.

IN WITNESS THEREOF I set my hand and official seal in the County and State named above this
22nd day of FEBRUARY 1995.


NOTARY PUBLIC

OFFICIAL NOTARY SEAL
ALEJANDRO SOLOZABAL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC011173
MY COMMISSION EXP. JAN. 11, 1998

My commission expires:

FILED

95 FEB 24 PM 2:07

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE** SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Persuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: SOLYS INCORPORATED
2. The name and address of the registered agent and office is:

JORGE LUIS ALFARO

853 NW 133rd COURT
Miami, FLORIDA 33145

Registered office:

853 NW 133rd COURT
Miami, FLORIDA 33145

Signature: 

(Corporate Officer)

Title: CEO

Date: 2/21/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE 2/21/95