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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 28 PM 2:54

LAZARUS CORPORATE INDUSTRIES, INC.  
(Requestor's Name)

890 S.W. 87 AVENUE, SUITE:16  
(Address)

MIAMI, FLORIDA 33174 (305)552-5973  
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904)385-6735

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- Solarshield Sound & Protection, dnc.  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time 2:00     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A., Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

4-28  
Examiner's Initials KON

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ARTICLES OF INCORPORATION

OF

SOLARSHIELD SOUND & PROTECTION, INC.

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of this corporation shall be:

**SOLARSHIELD SOUND & PROTECTION, INC.**

ARTICLE II

DURATION

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III

PURPOSE AND POWER

The Corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under Florida General Corporation law, Chapter 607, Florida Statutes.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of One Hundred (100) shares of common living stock with par value of one

(\$1.00) dollar per share, payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of the State of Florida.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted surplus of the Corporation, and dividends payable in shares of the capital stock of the Corporation solely out of unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

#### ARTICLE V

##### SHARES NO TO BE DIVIDEND INTO CLASSES

The shares of capital stock of the Corporation are not to be dividend into classes.

#### ARTICLE VI

##### NO SHARES ISSUED IN SERIES

The shares of the capital stock of the Corporation are not to be issued in series.

#### ARTICLE VII

##### VOTING RIGHTS

Each holder of the par value common stock shall at every meeting of the stockholders be entitled to one vote for each share

of the par value common stock of the Corporation standing in his name at the time of the close of the transfer book before such meeting or as otherwise provided by law.

#### ARTICLE VIII

##### PRE-EMPTIVE RIGHTS

Each shareholder shall have pre-emptive rights. Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

#### ARTICLE IX

##### INITIAL CORPORATE ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 4757-C N.W. 183 St., Miami, Florida 33055. The street address of the initial registered office of this Corporation is 4815 N.W. 184 Terr., Miami, Florida 33055, and the name of the initial registered Agent of this Corporation is ERMITANIA MORALES.

#### ARTICLE X

##### INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased, from time to time, by action in accordance with the provisions of the Bylaws. The name and address of the initial Directors of the Corporation are:

ERMITANIA MORALES

4815 N.W. 184 Terr.  
Miami, Florida 33055

**ARTICLE XI**

**OFFICERS**

The names and addresses of the Officers of the Corporation, who subject to the provisions of this Certificate of Incorporation and Bylaws, and the General Corporation Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follow:

<u>NAMES</u>	<u>OFFICE</u>	<u>ADDRESS</u>
ERMITANIA MORALES	President, Vice-President, Secretary and Treasurer	4815 N.W. 184 Terr. Miami, Florida 33055

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

ERMITANIA MORALES  
4815 N.W. 184 Terr.  
Miami, Florida 33055

**ARTICLE XIII**

**INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

**ARTICLE XIV**

**AMENDMENT**

Unless otherwise set forth herein, the Corporation reserves the right in accordance with the Florida General Corporation Law,

to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

**ARTICLE XV**

**MEETINGS**

Meetings of the Corporation, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

IN WITNESS WHEREOF, the above named Incorporator executed these Articles of Incorporation this 20th day of April, 1995.

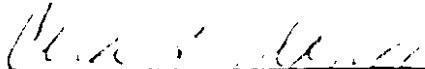
  
\_\_\_\_\_  
ERMITANIA MORALES

STATE OF FLORIDA     )  
                              ) S.S.:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, on this day personally appeared **ERMITANIA MORALES**, personally known to me to be the person whose name is subscribed to within the Articles of Incorporation, who acknowledged that he executed the same for the purposes therein contained.

  
\_\_\_\_\_  
ERMITANIA MORALES

WITNESS my hand and official seal at the County and State  
aforesaid, on this 20th day of April, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:

CIRA L. BLANCO  
Notary Public, State of Florida  
My Comm. Expires Dec. 28, 1997  
No. CC 338108  
Bonded thru Official Notary Service

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTION 48.091 AND 607.034, FLORIDA STATUTES, AS MAY BE AMENDED, THE FOLLOWING IS SUBMITTED:

That ERMITANIA MORALES, desiring to organize or qualify under the Laws of the State of Florida, as a Corporation by the name of SOLARSHIELD SOUND & PROTECTION, INC., with its principal office at 4757-C N.W. 183 St., Miami, Florida 33045, has named ERMITANIA MORALES, located at 4815 N.W. 184 Terr., Miami, Florida 33055, as its Registered Agent to accept service of process within Florida at said designated registered office.

Having been named to accept Service of Process for the above Corporation, at the place designated in its 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.

  
ERMITANIA MORALES, Registered Agent