

P95000042020

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: SOL Caliente, Inc

C.C. FEE. DISBURSED

☒ Capital Express™
☒ Art. of Inc. Filing
____ Corp. Record Search
____ Ltd. Partnership Filing
☒ Foreign Corp. Filing
____ () Cert. Copy(s)

____ Art. of Amend. Filing
____ Dissolution/Withdrawal
____ C U S-
____ Fictitious Name Filing

____ Name Reservation
____ Annual Report/Reinstatement
____ Reg. Agent Service
____ Document Filing

____ Corporate Kit
____ Vehicle Search
____ Driving Record
____ Document Retrieval

____ UCC 1 or 3 Filing
____ UCC 11 Search
____ UCC 11 Retrieval
____ File No.'s, _____ Copies
____ Courier Service
____ Shipping/Handling
____ Phone ()
____ Top Priority
____ Express Mail Prep.
____ FAX () pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 30 PM 2:12

W95-11134

1/35/30/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY [Signature]

WALK-IN
Will Pick Up 5:30 12pm



RECEIVED

95 MAY 30 PM 1:35

FLORIDA DEPARTMENT OF STATE CORPORATION
Sandra B. Mortham
Secretary of State

May 30, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: SOL CALIENTE, INC.
Ref. Number: W95000011134

We have received your document for SOL CALIENTE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 295A00026995

X English Translation
Sun Hot, Inc.

ARTICLES OF INCORPORATION

OF

SOL CALIENTE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 30 PM 2:12

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be SOL CALIENTE, INC.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be 320 First Avenue North, St. Petersburg, Florida 33701.

ARTICLE V - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be 340 First Avenue North, St. Petersburg, Florida 33701.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 340 First Avenue North, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be JAMES BRATTAIN.

ARTICLE VII - CAPITAL STOCK

The authorized capital stock of the Corporation shall be ONE THOUSAND (1000) shares of common stock having no par value.

ARTICLE VIII - PREEMPTIVE RIGHTS GRANTED

The Corporation elects to have preemptive rights with respect to any shares issued by the Corporation.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two (2) Directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
JAMES BRATTAIN	340 First Avenue North St. Petersburg, Florida 33701
CHRISTOPHER VAUGHN	340 First Avenue North St. Petersburg, Florida 33701

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE X - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE XI - INCORPORATOR

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
JAMES BRATTAIN	340 First Avenue North St. Petersburg, Florida 33701

ARTICLE XII - ELECTIONS REGARDING

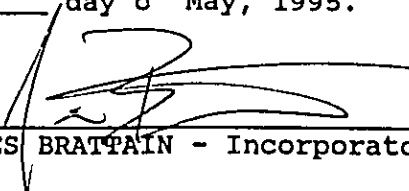
CERTAIN PROVISIONS OF THE FLORIDA STATUTES

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section

607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this _____ day of May, 1995.



JAMES BRATTAIN - Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

95 MAY 30 PM 2:12

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: SOL CALIENTE, INC.
2. The name and address of the registered agent and office is: JAMES BRATTAIN
340 First Avenue North
St. Petersburg, Florida 33701

SIGNATURE: 

JAMES BRATTAIN - Incorporator
DATE: 5/23/95

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.

SIGNATURE: 

JAMES BRATTAIN
DATE: 5/23/95