

CAPITAL CONNECTION, INC.

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 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222 1222

P950000

PHONE ()

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	AAK		

WALK-IN Will Pick Up **829 300**

RE Sol Systems, Inc.

	FEE	DISBURSED
Capital Express™		
Art of Amend File		
Annual Report Search		
Art of Amend File		
Foreign Corp. File		
() Cert. Copy(s)		
Art of Amend File		
Dissolution/Withdrawal		
C U S		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
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

ARTICLES OF INCORPORATION
OF
SOL SYSTEMS INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be:

Sol Systems, Inc.

Its principal place of business and/or mailing address shall be:

1300 S.W. 122 Avenue, #121
Miami, FL 33184

55 AUG 29 PM 2:19
STATE OF FLORIDA

ARTICLE II
NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV
TERMS OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

7545 North Kendall Drive
Miami, FL 33156

The name of the initial registered agent of this Corporation at that address shall be:

Mayer Steinmetz

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Daniel Steinmetz
1300 S.W. 122 Avenue, #121
Miami, FL 33184


Robert Srodulski
11981 S.W. 177 Terrace
Miami, FL 33177

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Daniel Steinmetz
1300 S.W. 122 Avenue, #121
Miami, FL 33184

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 28th day of August, 1995.



Daniel Steinmetz
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged before me this 28th day of August, 1995, by Daniel Steinmetz, who is personally known to me and who did/did not take an oath.



Notary Public, State of Florida

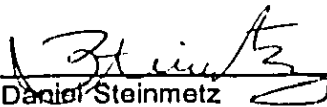


TONI ANN PARRA-CARRASCO
My Commission CC323721
Expires Nov. 13, 1997
Bonded by HAI
800-422-1555

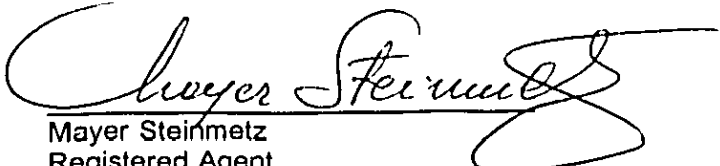
Seal:

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Sol Systems, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at 7545 North Kendall Drive, Miami, Florida 33156, has named Mayer Steinmetz, located thereat as its registered agent to accept service of process within this state.


Daniel Steinmetz
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


Mayer Steinmetz
Registered Agent

TONI/Corp Sol

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FILE
TALL
FLORIDA