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ACCOUNT NO. : 072100000032

REFERENCE : 966115 107521A

AUTHORIZATION :

Patricia P. Smith

COST LIMIT : \$ 70.00

ORDER DATE : May 29, 1996

ORDER TIME : 2:36 PM

ORDER NO. : 966115

CUSTOMER NO: 107521A

500001842795

CUSTOMER: Howard J. Milchman, Esq
HOWARD J. MILCHMAN, ESQ

10833 N.w. 6th Street

Coral Springs, FL 33071

DOMESTIC FILING

NAME: SOLAR PLUS INTERNATIONAL,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 PM 3:28

RECEIVED
96 MAY 29 AM 8:39
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 29 PM 3:20

ARTICLES OF INCORPORATION
OF
SOLAR PLUS INTERNATIONAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SOLAR PLUS INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 1100 Southeast 5th Court, Pompano Beach, Florida 33060, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7771 West Oakland Park Boulevard, #122, Fort Lauderdale, Florida 33351, and the name of the initial registered agent of the corporation at that address is Howard J. Milchman.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Andrei Rounov
Dir.

1100 Southeast 5th Court
Pompano Beach, Florida 33060

Igor Otetchestvennyi
Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Andrei Rounov
Pres.

1100 Southeast 5th Court
Pompano Beach, Florida 33060

Igor Otetchestvennyi
V.pres.

Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 24, 1996.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

KBR/meb

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 29 PM 3:20

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

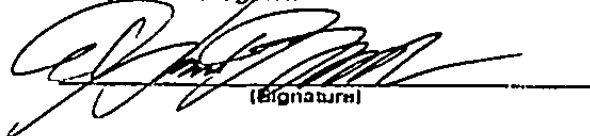
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SOLAR PLUS INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

Howard J. Melchman
(Name)
7771 W. Oakland Park Blvd. #120
(P.O. Box not acceptable)
Fort Lauderdale, Fla. 33351
(City/State/Zip)

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)

5/29/96