

P96000065777

CAPITAL CONNECTION, INC.

417 W. 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 \$ _____

FILED

96 AUG -7 AM 11:16

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL JUL - 7 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>PAK</u>	_____	_____	_____

WALK-IN
 Will Pick Up 8-2 1200

RE: Protech Solar
Shield, Inc.

	O.O. FEE.	DISBURSED
<input type="checkbox"/> Capital Express SM	_____	_____
<input type="checkbox"/> Art. of Inc. Fila	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership Fila	_____	_____
<input type="checkbox"/> Foreign Corp. Fila	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. Fila	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> O U B.	_____	_____
<input type="checkbox"/> Fictitious Name Fila	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 Fila	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> Fila No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> 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
PROTECTIVE SOLAR SHIELD, INC.**

FILED
26 AUG -7 AM 11:16
CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be: PROTECTIVE SOLAR SHIELD, INC. The address and mailing address of the corporation's principal office shall be: 21000 Boca Rio Road, Unit A-18 Boca Raton, Florida 33433.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and of Florida.

ARTICLE IV

The corporation shall have the authority to issue 1000 shares of common stock, all of one class, at One Dollar (\$1.00) per value.

ARTICLE V

The address of the initial registered office of the corporation is 240 W. Palmetto Park Rd., Suite 300, Boca Raton, Florida 33432, and the name of its registered agent is Ronald R. Friedman.

ARTICLE VI

The number of directors constituting its initial Board of Directors is three (3), whose names and addresses are:

Marvin Rubin, 9871 Arbor Oaks Lane, Apt. 107, Boca Raton, FL 33428
Daniel Horn, 570 Grand Street, Apt. #1706, New York, N.Y. 10002
Ronald R. Friedman, as Trustee of Palmetto Trust Agreement,
240 W. Palmetto Park Road, Suite 300, Boca Raton, FL 33432

ARTICLE VII

The name and address of the incorporators are:

Marvin Rubin, 9871 Arbor Oaks Lane, Apt. 107, Boca Raton, FL 33428
Daniel Horn, 570 Grand Street, Apt. #1708, New York, N.Y. 10002
Ronald M. Friedman, as Trustee of Palmetto Trust Agreement,
240 W. Palmetto Park Road, Suite 300, Boca Raton, FL 33432

ARTICLE VIII

Preemptive rights shall be as follows:

The shareholders shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock as may be issued from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of common stock currently authorized and issued.

ARTICLE IX

Unless otherwise provided in this Corporation's By-Laws, no shares of the capital stock of this Corporation may be transferred without the prior approval of the Corporation's Board of Directors.

ARTICLE X

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, we have subscribed our names this 5th day of August, 1998.



MARVIN RUBIN



DANIEL HORN

PALMETTO TRUST AGREEMENT



By: RONALD R. FRIEDMAN, Trustee

STATE OF FLORIDA

: ss

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared MARVIN RUBIN, who is personally known to me or who produced NA as identification and who did not take an oath, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid, this 12 day of September, 1996.



[Signature]
Notary Public of the State of Florida
My Commission Expires:

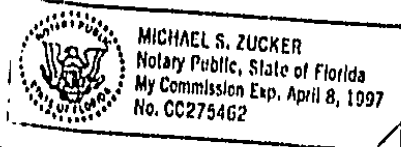
STATE OF NEW YORK

: ss

COUNTY OF

BEFORE ME, the undersigned authority, personally appeared DANIEL HORN, who is personally known to me or who produced NA as identification and who did not take an oath, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid, this 6 day of August, 1996.



[Signature]
Notary Public of the State of New York
My Commission Expires:

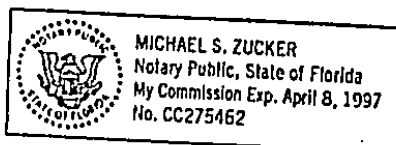
STATE OF FLORIDA

: ss

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared RONALD R. FRIEDMAN, as Trustee under the PALMETTO TRUST AGREEMENT, who is personally known to me or who produced NA as identification and who did not take an oath, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid, this 6 day of August, 1996.



[Signature]
Notary Public of the State of Florida
My Commission Expires:

ACKNOWLEDGMENT

Having been named to accept service of process for this corporation, at the place designated in Article V, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.


RONALD H. FRIEDMAN

FILED
96 AUG -7 1111:16
STATE OF FLORIDA
TALLAHASSEE