

P96000071430

Miami, Florida
August 23, 1996.

To: Secretary of State,
Div. of Corporations.

500001932085
-08/27/96--01009--017
*****78.75 *****78.75

Ref: Filing new Corporation.
SOLARWISE HEATING SYSTEMS, CORP.

By the present we are enclosing the Articles of Incorporation
of the Florida Corporation named SOLARWISE HEATING SYSTEMS,
CORP.

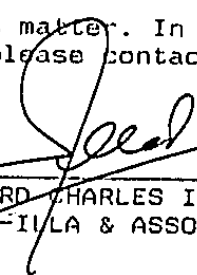
Attached is a check by the amount of \$ 78.75 to cover the
following fee's:

Filing Fees with State of Florida....	\$ 35.00
Registered Agent Designation.....	\$ 35.00
Certificate of Status.....	\$ 8.75
	=====
Total.....	\$ 78.75

Please mail the Certificate of Status to the following
address:

C/O VELEZ-ILLA & ASSOCIATES, INC.
9764 S.W. 138 TH AVENUE.
MIAMI, FLORIDA, 33186.

Thank you for your attention in this matter. In case of
any inconvenience on this filing, please contact with
us at tel. 1-305-385-8354.



RICHARD CHARLES ILLA B.B.A.
VELEZ-ILLA & ASSOCIATES, INC.

Aug 28 1996

cc. Client file.

ARTICLES OF INCORPORATION

OF

SOLARWISE HEATING SYSTEMS, CORP.

ARTICLE I - NAME

The name of this Corporation is:

SOLARWISE HEATING SYSTEMS, CORP.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any business and / or activities permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is One hundred shares of Common stock having a per value of \$ 1.00 (One). per each share.

ARTICLE V.

INITIAL AND PRINCIPAL REGISTERED OFFICE AND AGENT

The initial and principal registered office of this Corporation shall be : 3000 WASHINGTON STREET, MIAMI, FLORIDA 33133. and the initial registered agent of this Corporation at such office shall be: KENNETH KNOWLES.----- who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Status as amended from time to time, with respect to keeping an office open for service of process.

FILED

96 AUG 26 AM 11:59

DATE
FILED

THIS DOCUMENT WAS PREPARED BY:
VELEZ-ILLA AND ASSOCIATES, INC.
299 ALHAMBRA CIRCLE SUITE # 311
CORAL GABLES, FLORIDA 33134
EIN # 65-053489

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of TWO (2) members. The number of directors may be increased and / or decreased from time to time by vote of the Stockholders, but in no case shall the number of Directors be less than One (1) and no more than (5) Five----. The names and addresses of the directors constituting the initial Board of Directors are:

NAME	ADDRESS
1.- KENNETH KNOWLES. PRESIDENT	3000 WASHINGTON MIAMI, FLORIDA 33133.
2.- KENNETH KNOWLES. SECRETARY	3000 WASHINGTON MIAMI, FLORIDA 33133.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
KENNETH KNOWLES. INCORPORATOR/DIRECTOR.	3000 WASHINGTON MIAMI, FLORIDA 33133.

Kenneth Knowles
Incorporator - Signature

ACCEPTANCE OF REGISTERED AGENT

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Having been named to accept service of process for SOLARWISE HEATING SYSTEMS, CORP. at the place designated in the Articles of Incorporation. I KENNETH KNOWLES SS # 267-46-7876 accept to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open said office.-----

Miami, Dade County.
Florida

Date: JUL 29 1996

Kenneth Knowles
Registered agent.

THIS DOCUMENT WAS PREPARED BY:
VELEZ-LLA AND ASSOCIATES, INC.
299 ALHAMBRA CIRCLE SUITE # 311
CORAL GABLES, FLORIDA 33134
BIN # 65-033489


96 AUG 26 PM 11:59

FILED

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME. The undersigned authority, personally appeared
MR. KENNETH KNOWLES with I.D. F.D.L. # K-542-504-37-411-0
to me well known to be the person described in and who --
executed and subscriber to the foregoing document THE---
ARTICLES OF INCORPORATION and ___HE___ acknowledged-----
before me that ___HE___ executed and subscribed the same for
the purpose therein expressed.

IN WITNESS WHEREOF, I have herunto set my hand and official
Seal at ___MIAMI___ Dade County, State of Florida this
___29TH___ day of ___JULY___ 1996.



RICHARD CHARLES ILLA
NOTARY PUBLIC AT LARGE OF FLORIDA

THIS DOCUMENT WAS PREPARED BY:
VELEZ-ILLA AND ASSOCIATES, INC.
299 ALHAMBRA CIRCLE SUITE # 311
CORAL GABLES, FLORIDA 33134
EIN # 65-0555469

My Commission Expires on:

OFFICIAL NOTARY SEAL RICHARD CHARLES ILLA NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. 227425 MY COMMISSION EXP. SEPT 13, 1996

Public Records Dade County Florida
Off. Rec.: 16103 - Pg. 1223, 93R527147
Commission No. 227425