

11/26/96

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FLORIDA DIVISION OF CORPORATIONS
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((H96000016712 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SOLA-TOPEB INTERNATIONAL COMPANY

AUDIT NUMBER.....H96000016712

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS.0

PAGES..... 6

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

Sola-Topoe International Company

ARTICLE I

The name of this corporation shall be:

Sola-Topoe International Company

ARTICLE II

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue at any time is One Thousand Shares of \$1.00 Dollars, par value each.

ARTICLE IV

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Prepared by: Pedro L. Alberni, C.P.A.

Alberni & Alberni, P.A.
4649 Ponce de Leon Blvd. #404
Coral Gables, Florida 33146
(305) 662-7272

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The principal office of this corporation shall be located at 3925 N.E. 2nd Avenue, Miami, Florida, 33137, with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time to be determined and authorized by its Board of Directors, with branch offices in such other cities or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VI

The initial registered office of this corporation shall be at 3925 N.E. 2nd Avenue, Miami, Florida 33137. The initial registered agent at such address shall be KIZITO MBIANGO.

ARTICLE VII

This corporation shall at all time have at least one Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors or the corporation.

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ARTICLE VIII

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The name and address of the members of the First Board of Directors who shall hold office until the first annual meeting of shareholders and or until their successors are elected and qualified or until their earlier resignation, removal from office or death, are:

KIZITO MBIANGO - 3925 N.E. 2nd Avenue, Miami, Florida 33137

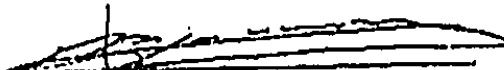
ARTICLE IX

The By-Laws of this corporation may be created, amended, changed or replaced by either the stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

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IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged
these Articles of Incorporation this 13th day of November, 1996



KIZITO MBIANGO, President and
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY, that on this the 13th day of November, 1996, personally
appeared before me, an authorized officer duly commissioned to administer oaths and
take acknowledgements: **KIZITO MBIANGO**, to me personally known, and known
to be the person who executed the foregoing Articles of Incorporation, and
acknowledge that she signed and executed the same for the use and purposes herein
stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at
Coral Gables, Dade County, Florida, the day and year above written.


Susana G. Cruz
NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires:



SUSANA G. CRUZ
My Commission CC408312
Expires Oct. 30, 1998
Bonded by F&M
800-422-1983

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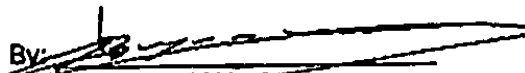
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT TO UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

That SOLA-TOPEE INTERNATIONAL COMPANY., desiring to organize under
the laws of the State of Florida with its principal office, as indicated in the Articles of
Incorporation at the City of Miami, County of Dade, State of Florida, has named KIZITO
MBIANGO , 3925 N.E. 2nd Avenue, County of Dade, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping open
said office.

By: 
KIZITO MBIANGO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA