

1201 HAYS STREET
TALLAHASSEE, FL 32301-5607
904-222-0171
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800-342-8086

P96000096722



PREMIUM
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 157243 82462A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 15, 1996

ORDER TIME : 2:05 PM

ORDER NO. : 157243-005

CUSTOMER NO: 82462A

CUSTOMER: Charles Diez, Jr., Esq
CHARLES DIEZ, JR., ESQUIRE

737 S. Indiana Avenue

Englewood, FL 34223

400002006534--6
-11/15/96-01067-029
****122.50 ****122.50

DOMESTIC FILING

NAME: SOLE SOLUTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 NOV 15 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 15 11:33
DIVISION OF CORPORATIONS

W-24305
KR 11/18
11-27-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: SOLE SOLUTIONS, INC.
Ref. Number: W96000024305

RESUBMIT
Please give original
submission date as file date.

We have received your document for SOLE SOLUTIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 596A00052328

RECEIVED
96 NOV 27 PM 3:26
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
SOLE SOLUTIONS, INC.**

FILED
96 NOV 15 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is SOLE SOLUTIONS, INC. The principal business address shall be 2175 Dolphin Drive, Englewood, FL 34223.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 737 S. Indiana Avenue, Englewood, Florida 34223, and the name of its initial registered agent at such address, is CHARLES DIEZ, JR.

**ARTICLE III
CAPITAL STOCK**

The number of shares which the corporation is authorized to issue is one thousand. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

**ARTICLE IV
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one (2). The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Stephen M. Pasternak	2175 Dolphin Drive Englewood, Florida 34223
Clara Techin Wang	7F-2, No. 396, Ying Tsai Road Taichung, Taiwan R.O.C.

ARTICLE V
INCORPORATORS

The name and street address of the incorporator to these articles of incorporation is:

Name

Address

Charles Diez, Jr.

737 S. Indiana Ave, Englewood, Fl. 34223

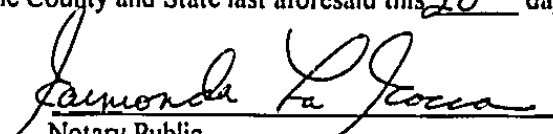
Executed by the undersigned at Englewood, Florida, on November 20, 1996.


CHARLES DIEZ, JR.

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME personally appeared CHARLES DIEZ, JR., to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation instrument and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of November, 1996.

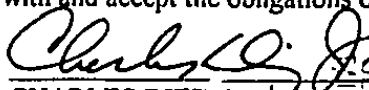

Notary Public



RAIMONDA LAROCCA
My Commission CC388207
Expires Apr. 27, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE OF REGISTERED AGENT OF
SOLE SOLUTIONS, INC.

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


CHARLES DIEZ, JR.

FILED
95 NOV 15 PM 3:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

P96000096722

MIRICK, O'CONNELL, DEMALLIE & LOUGEE, LLP
ATTORNEYS AT LAW
1700 BANK OF BOSTON TOWER
100 FRONT STREET
WORCESTER, MASSACHUSETTS 01003-1177
PHONE 700 0541
FAX 508 762 7306

September 5, 1997

BY FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Merger of Sole Solutions, Inc. (a Florida Corporation) into
Sole Solutions, Inc. (a Delaware Corporation)

Dear Sir/Madam:

Enclosed for filing are the following:

000002288440--7
-09/03/97--01058--016
*****70.00 *****70.00

1. An original and one copy of Articles of Merger; and
2. A check in the amount of \$70 representing the filing fee for the Articles of Merger.

Please date stamp the enclosed copy of the Articles of Merger and return it to the undersigned in the enclosed self-addressed return envelope.

Very truly yours,

Neil A. Smith

Neil A. Smith
Legal Assistant

NAS/jml
Enclosures

cc: David L. Lougee, Esq.

FILED
97 SEP -9 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

SOLE SOLUTIONS, INC., a florida corporation, P96000096722

INTO

SOLE SOLUTIONS, INC., a Delaware corporation not qualified in Florida.

File date: September 9, 1997

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF SOLE SOLUTIONS, INC. (A FLORIDA CORPORATION)
INTO SOLE SOLUTIONS, INC. (A DELAWARE CORPORATION)**

Pursuant to §607.1105 of the Florida Corporations Law, the undersigned hereby certifies as follows:

1. Attached hereto as Exhibit A is a copy of the Agreement and Plan of Merger dated as of August 13, 1997 (the "Plan of Merger") between Sole Solutions, Inc., a Florida corporation ("Sole Solutions Florida"), and Sole Solutions, Inc., a Delaware corporation ("Sole Solutions Delaware").
2. The effective date of the merger contemplated in the Plan of Merger is the date on which a Certificate of Merger or Articles of Merger, as appropriate, has been filed with the Secretaries of the State of Florida and the State of Delaware in accordance with the applicable laws of those states.
3. The Plan of Merger was adopted by the Board of Directors and stockholders of Sole Solutions Florida as of August 11, 1997 (such stockholders having approved the Plan of Merger by written consent pursuant to §607.0704 of the Florida Corporations Law).
4. The Plan of Merger was adopted by the Board of Directors of Sole Solutions Delaware as of August 11, 1997 (stockholder approval not being required under Delaware Law).

SOLE SOLUTIONS, INC.
(A Florida Corporation)

By: Stephen M. Pasternak
Name: Stephen M. Pasternak
Title:

SOLE SOLUTIONS, INC.
(A Delaware Corporation)

By: Stephen M. Pasternak
Name: Stephen M. Pasternak
Title: President

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of August 13, 1997, is entered into by and between SOLE SOLUTIONS, INC., a Florida corporation ("Sole Solutions (Florida)"), and SOLE SOLUTIONS, INC., a Delaware corporation ("Sole Solutions").

RECITALS

A. Sole Solutions is a newly-formed Delaware corporation which has not yet issued any shares of its stock.

B. The Board of Directors of Sole Solutions (Florida) deems it advisable to merge Sole Solutions (Florida) with and into Sole Solutions under the charter of Sole Solutions, thereby becoming a Delaware corporation, all as more particularly set forth herein.

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements herein contained, and of the mutual benefits to be derived from this Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Sole Solutions (Florida) and Sole Solutions hereby agree as follows:

ARTICLE I

1.1 Merger; Effect of Merger. On the Effective Date (as defined in Section 1.4 below), Sole Solutions (Florida) shall be merged (the "Merger") with and into Sole Solutions (the resulting entity being hereinafter referred to as the "Surviving Corporation"). The Merger shall have the effects set forth in the General Corporation Law of the State of Delaware and the Corporation Law of the State of Florida. Without limiting the generality of the foregoing, the separate existence of Sole Solutions (Florida) shall cease, and the Surviving Corporation shall succeed, insofar as permitted by law, to all rights, assets, liabilities and obligations of Sole Solutions (Florida).

1.2 Name, Certificate of Incorporation and By-Laws. The name, Certificate of Incorporation and By-laws of the Surviving Corporation shall be those of Sole Solutions until amended as provided by applicable law.

1.3 Directors and Officers. On or after the Effective Date and the investment in the Surviving Corporation by Ripley Industries, Inc., the size of the Board of Directors of the Surviving Corporation shall be increased to four members and the initial members of the Board of Directors of the Surviving Corporation shall be Stephen M. Pasternak, Clara Techin Wang, Allan S. Dunkerly, and Jack Sullivan. On or after the Effective Date and the investment in the Surviving Corporation by Ripley Industries, Inc., the officers of the Surviving Corporation shall be as set forth below:

President:	Stephen M. Pasternak
Treasurer:	Stephen M. Pasternak
Secretary:	Stephen M. Pasternak

1.4 Effective Date. The Merger shall become effective (the "Effective Date") upon the filing of this Agreement, a Certificate of Merger or Articles of Merger, as

appropriate, with the Secretaries of State of the State of Florida and the State of Delaware in accordance with the applicable laws of those states.

ARTICLE II

2.1 Stock of Sole Solutions Unchanged. On and after the Effective Date, each issued and outstanding share of common stock of Sole Solutions, if any, shall remain outstanding and unchanged by the Merger.

2.2 Conversion of Stock of Sole Solutions (Florida). On the Effective Date:

(a) Each share of common stock of Sole Solutions (Florida) issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and represent the right to receive one-half (1/2) share of common stock, par value \$.01 per share, of the Surviving Corporation, which shall be validly issued, fully paid and nonassessable.

(b) After the Effective Date, each holder of a certificate evidencing outstanding shares of common stock of Sole Solutions (Florida), upon surrender of such certificate to the Surviving Corporation, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of common stock of the Surviving Corporation into which shares of common stock of Sole Solutions (Florida) represented by the certificate or certificates so surrendered shall have been converted; provided, however, that until so surrendered, each outstanding certificate which, prior to the Effective Date, represented common stock of Sole Solutions (Florida) shall be deemed to evidence the right to receive the number of shares of common stock of the Surviving Corporation into which the shares of common stock of Sole Solutions (Florida) represented thereby shall have been converted.

ARTICLE III

3.1 Amendment. To the extent permitted by applicable law, this Agreement may be amended, modified or supplemented at any time or times prior to the Effective Date.

3.2 Applicable Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Delaware.

3.3 Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed an original, but all of which counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound
thereby, have caused this Agreement to be executed by their respective proper officers as of
the day and year first above written.

SOLE SOLUTIONS, INC.,
a Florida corporation

By: 

Name: Stephen M. Pasternak

Title:

SOLE SOLUTIONS, INC.,
a Delaware corporation

By: 

Name: Stephen M. Pasternak

Title: President