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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the

laws of the State of FLORIDA, adopt the following articles of incorporation:

FIRST The name of the corporation is: SOLAR PROTECTION INDUSTRIES, INC.

SECOND The period of its duration is: unlimited

THIRD The purpose of the corporation is: to engage in activity both wholesale and retail and business permitted under the laws of the United States and of the State of Florida.

FOURTH The aggregate number of authorized shares is: 1000

FIFTH The corporation will not commence business until at least two

dollars have been received by it as consideration for the issuance of shares.

SIXTH Cumulative voting of shares of stock [is], ~~not~~ authorized.

SEVENTH Provisions limiting or denying to shareholders the pre-emptive right to acquire additional or treasury shares of the corporation are: none

EIGHTH Provisions for regulating the internal affairs of the corporation are: Bylaws, Amendments, Incorporator's Interests, Transfers of Stock and shareholder changes as well as engagement of business and profit disbursements shall be mutually agreed upon by the principals Joseph Doughty and Ronald Grutz.

NINTH The address of the initial registered office of the corporation is: 1027 West Lancaster Road
Orlando, Florida 32809 and the name

of its initial registered agent at such address is: Joseph Doughty

TENTH Address of the principal place of business is: 1027 West Lancaster Road
Orlando, Florida 32809

ELEVENTH The number of directors constituting the initial board of directors of the



corporation is two, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
<u>Joseph Doughty</u>	<u>3290 Amaca Circle</u>
	<u>Orlando, Florida 32837</u>
<u>Ronald Grutz</u>	<u>404 Summit Place Unit 106</u>
	<u>Longwood, Florida 32779</u>

TWELFTH The name and address of each incorporator is:

Name	Address
<u>Joseph Doughty</u>	<u>3290 Amaca Circle Orlando, Fl 32837</u>
<u>Ronald Grutz</u>	<u>404 Summit Place Unit 106 Longwood</u>
	<u>Florida, 32779</u>

Date: January 9, 1997


Joseph Doughty

Ronald Grutz

OR16.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 PROTECTION INDUSTRIES, INC.

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

Joseph Doughty

(NAME)

1027 West Lancaster Road
Orlando, Florida 32809

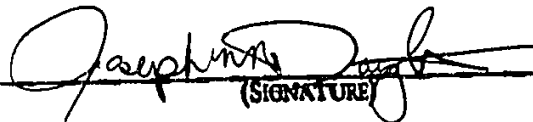
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Orlando, Florida 32809

(CITY/STATE/ZIP)

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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)

January 9, 1997

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314