

P97000005563

January 2, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

600002057006--9
-01/14/97--01103--003
*****70.00 *****70.00

Subject: ABEAR SOLAR, INC.

Dear Sir or Madam:

The enclosed duly prepared and executed Articles of Incorporation for ABEAR SOLAR, INC. are forwarded for review and filing, effective immediately, as set forth in Article 607.0120 of the Florida Business Corporation Act.

The Corporate Name was not previously reserved.

A Certified Copy of the Articles is not requested.

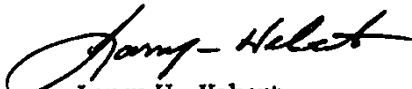
A check for \$70.00 (Filing Fee - \$35.00 and Designation of Agent Fee - \$35.00) is enclosed.

FROM: Larry W. Hebert
9810 Heather
Cantonment, Florida 32533

You may contact me at (904) 484-8871 if you have questions.

Thank you for your prompt attention to this matter.

Sincerely,


Larry W. Hebert
Incorporator

- Enclosed:
1. Articles of Incorporation
 2. Certificate of Designation of Registered Agent
 3. Check (\$70.00)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 14 PM 12:48

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ARTICLES OF INCORPORATION
of
ABEAR SOLAR, INC.

FILED
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DIVISION OF CORPORATIONS
97 JAN 14 PM 12:48

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607, Florida Statutes (Florida Business Corporation Act), hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

ABEAR SOLAR, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9810 Heather
Cantonment, Florida 32533

ARTICLE III - SHARES

The numbers of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500 shares of Common stock at a Par Value of \$1.00

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Larry W. Hebert
9810 Heather
Cantonment, Florida 32533

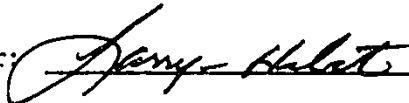
ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of
Incorporation is:

Larry W. Hebert
9810 Heather
Cantonment, Florida 32533

The undersigned incorporator has executed these Articles of Incorporation
this 2nd day of JANUARY, 1997.

Signature Of The Incorporator:



Typed Name Of The Incorporator Signing: LARRY W. HEBERT

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DIVISION OF CORPORATIONS
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CERTIFICATE OF DESIGNATION

Registered Agent/Registered Office

Pursuant to the provisions of sections 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:

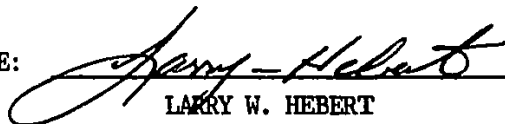
ABEAR SOLAR, INC.

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

Larry W. Hebert
9810 Heather
Cantonment, Florida 32533

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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:


LARRY W. HEBERT

DATE:

1-2-97