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TRANSMITTAL LETTER

97 JAN 23 PM 12:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 13, 1996

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

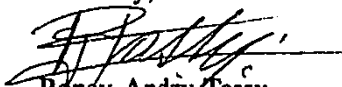
Re: SOLE HOLDING GROUP, INC.

Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the address indicated below.

Sincerely,


Roney Andry Tassy
7800 Southwest 129 Avenue
Miami, Florida 33183
1-305-387-3448

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-01/23/97--01073-018
***122.50 ***122.50

Encl: (2) copies of Articles
check for \$ 122.50
Self Addressed Stamped envelope

PH
1/29/97

ARTICLES OF INCORPORATION
OF
SOLE HOLDING GROUP, INC.

FILED

97 JAN 23 PM 12:14

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be: SOLE HOLDING GROUP, INC.

ARTICLE II PRINCIPAL OFFICE

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

SOLE HOLDING GROUP, INC.
10049 Northwest 89 Avenue
Medley, Florida 33178

ARTICLE III SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the registered agent and the street address of the initial registered office of the corporation shall be:

CHARLES HENRY BAKER
10049 Northwest 89 Avenue
Medley, Florida, 33178

ARTICLE V INCORPORATORS

The name and address of the incorporators are:

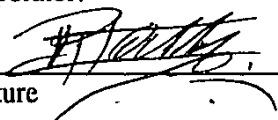
RONEY ANDRY TASSY
7800 Southwest 129 Avenue
Miami, Florida 33183

CHARLES HENRY BAKER
10049 Northwest 89 Avenue
Medley, Florida 33178

ROGER DUMAS-PIERRE
10964 Southwest 70 Terrace
Miami, Florida 33183


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 13th day of DECEMBER, 1996.

Incorporator:


signature

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was executed and acknowledged before me this 13th day of December, 1996, by RONEY ANDRY TASSY, who is personally known by me Michael Dwyer, a notary public for the State of Florida.


Notary Public
State of FLORIDA
My Commission Expires:
October 26, 1999



MICHAEL W DWYER
My Commission CC505089
Expires Oct. 26, 1999

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

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PURSUANT TO THE PROVISIONS OF § 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.

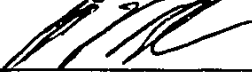
1. The name of the corporation is: **SOLE HOLDING GROUP, INC.**
2. The name and address of the registered agent and office is:

**Charles Henry Baker
10049 Northwest 89 Avenue
Medley, Florida 33178**

ACCEPTANCE:

Having been named as Registered Agent 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.

Registered Agent:



signature

12/19/96

date