

LAW OFFICES OF
WOERNER & PARSONS
(A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS)
ATTORNEYS & COUNSELORS AT LAW

H. CHARLES WOERNER, JR., P. A.
WILLIAM A. PARSONS, P. A.

2001 South Ridgewood Avenue
SOUTH DAYTONA, FLORIDA 32119
TELEPHONE (904) 767-8811
(904) 786-0711

P976000/13856

February 6, 1997

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

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-02/10/97-01055-010
****122.50 ****122.50

RE: New Corporation

Dear Sir:

I am enclosing herewith an original and one (1) copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50

FILED
FEB 10 PM 2:50
CLERK OF STATE
TALLAHASSEE, FLORIDA

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

WOERNER & PARSONS

WILLIAM A. PARSONS

WAP:emd

Enclosures

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME OF CORPORATION:** The name of this corporation is

SOL-RAYS, INC.

with its principal office located at:

**546 Balough Road
Daytona Beach, Florida 32114**

and its mailing address as follows:

**3760 Cardinal Boulevard
Daytona Beach Shores, Florida 32127**

2. **DURATION:** The period its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The corporation is authorized to issue 100, all of one class, at One Dollar (\$1.00) par value.

5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

**William A. Parsons, Esquire
2001 S. Ridgewood Avenue
South Daytona, Florida 32119**

6. **INITIAL BOARD OF DIRECTORS:** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1) director.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name and address of the initial director of this corporation is:

DAVID M. KILLIAN

The initial officers of the corporation are:

President: David M. Killian

Secretary: Suzy Brown

Treasurer: Suzy Brown

7. INCORPORATOR: The name and address of the Incorporator signing these Articles of Incorporation is:

William A. Parsons, Esquire
2001 S. Ridgewood Avenue
South Daytona, Florida 32119

8. BYLAW AMENDMENT: The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders.

9. INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

10. INFORMAL ACTION OF DIRECTORS: If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

11. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of February, 1997.


WILLIAM A. PARSONS, Incorporator

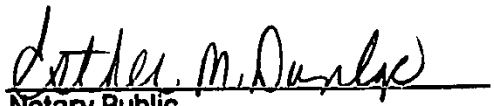
WILLIAM A. PARSONS, Registered Agent

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared WILLIAM A. PARSONS, to me known to be the person who executed the foregoing Articles of Incorporation, that he is personally known to me and did take an oath and that he acknowledged to and before me that he executed such instrument.

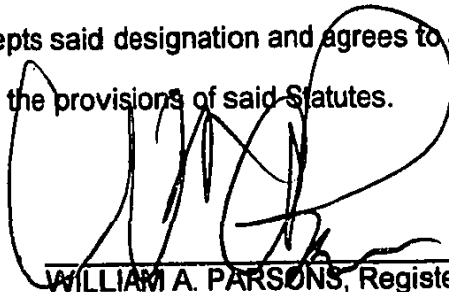
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of February, 1997.


Notary Public
State of Florida at Large
Printed Name: ESTHER M. DUNLOP

My Commission expires:



Pursuant to Chapter 607.164, as amended, of the Florida Statutes, the undersigned individual designated as Registered Agent in the Articles of Incorporation for **SOL-RAYS, INC.**, with a registered office at the address designated in the said Articles of Incorporation, hereby accepts said designation and agrees to act as Registered Agent in accordance with the provisions of said Statutes.

A large, stylized handwritten signature in black ink, appearing to read 'W. A. Parsons', is written over a horizontal line.

WILLIAM A. PARSONS, Registered Agent

FILED
97 FEB 10 PM 2:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA