

P97000027563

George DeMello, Jr.
2506 SW Ventura Drive
Stuart West
Palm City, FL 34990

(561) 597-5284

800002121498--8
-03/24/97--01056--014
*****70.00 *****70.00

March 21, 1997

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

EFFECTIVE DATE
4-1-97

~~800002121498--8~~
~~-03/24/97--01056--014~~
~~*****70.00 *****70.00~~

Re: Suntech Corporation

Gentlemen:

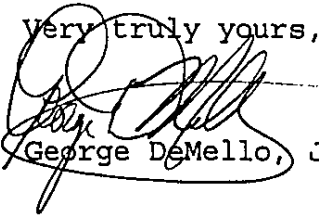
Enclosed are Articles of Incorporation for the above captioned corporation as well as my remittance in the amount of seventy (\$70.00) dollars to cover filing fees.

In addition, I am also enclosing a copy of the name reservation number R97000001283 for Suntech Corporation.

If you have any questions, I may be reached at (561) 597-5284 or Fax at (561) 597-5285.

Your immediate attention to this matter will be most appreciated.

Very truly yours,


George DeMello, Jr.

FILED
97 MAR 24 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 3/27/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 17, 1997

GEORGE DEMELLO, JR.
9906 S.W. VENTURA DR.
STUART WEST
PALM CITY, FL 34990

The name SUNTECH CORPORATION has been reserved for 120 days beginning March 17, 1997. The reservation number is R97000001283 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 697A00013434

EFFECTIVE DATE

4-1-97

97 MAR 24 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SUNTECH CORPORATION

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "corporation") is SUNTECH CORPORATION. The mailing address and principal place of business of the corporation shall be 9906 S.W. Ventura Drive, Palm City, Florida 34990.

SECOND: The duration of the corporation shall be perpetual .

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida or any other state, territory, country, or nation. This corporation shall have all of the powers conferred upon corporations under the Florida Business Corporation Act, as said Act may be amended, from time to time.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

FIFTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation, and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have become authorized but unissued shares, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any such holder.

SIXTH: The address of the initial registered office of the corporation in the State of Florida is 9906 S.W. Ventura Drive, Palm City, Florida 34990, and the name of its initial registered agent at said address is George DeMello, Jr.

SEVENTH: The number of directors constituting the initial Board of Directors is one (1).

The name and address of each person who is to serve as a member of the initial Board of Directors of the corporation follows:

<u>NAME</u>	<u>ADDRESS</u>
George DeMello, Jr.	9906 S.W. Ventura Drive Palm City, FL 34990

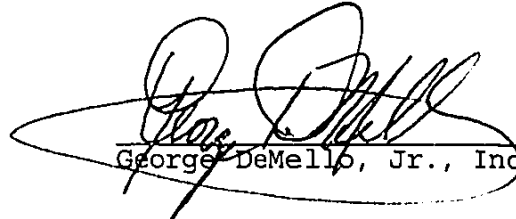
EIGHTH: The name and address of the incorporator is as follows:

George DeMello, Jr.	9906 S.W. Ventura Drive Palm City, FL 34990
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NINTH: To the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended from time to time, and in accordance with the provisions of the by-laws adopted from time to time, the corporation shall indemnify any and all persons whom it may indemnify under said provisions from and against any and all of the expenses, including attorneys' fees, judgements, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, including any appeal thereof. Such indemnification shall not be deemed to be exclusive of any other rights to which a person indemnified hereunder may be entitled under the by-laws, or under any agreement, vote of shareholders or disinterested directors, or otherwise, both as to matters arising by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the corporation, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The corporate existence of the corporation shall commence and these Articles shall be effective as of April 1, 1997.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on March 21, 1997 at 5:00 P.M., in the City of Palm City, State of Florida.

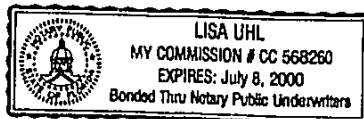

George DeMello, Jr., Incorporator


STATE OF FLORIDA)

COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me this 21 th day of March, 1997, by GEORGE DEMELLO, JR, who personally appeared before me and who is personally known to me or (if not personally known to me) who has produced _____ as identification.

NOTARY PUBLIC:




Sign Above and Print Name
Here: Lisa Uhl
Notary Public - State of Florida
Commission Expiration Date: July 8, 2000
Commission Number: CC 568260

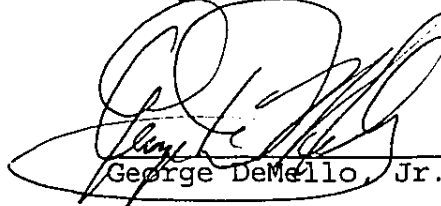
[Seal, if any]

CERTIFICATE OF DESIGNATION
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.

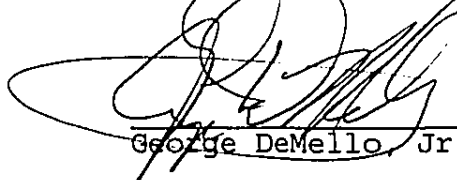
1. The name of the corporation is SUNTECH CORPORATION.
2. The name and address of the registered agent and office is:

George DeMello, Jr.
9906 S.W. Ventura Drive
Palm City, FL 34990


George DeMello, Jr.

Date: March 21, 1997

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.


George DeMello, Jr.

Date: March 21, 1997

FILED
97 MAR 24 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA