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(SAMPLE LETTER OF TRANSMITTAL)

FILED

Date 97 MAR 31 PM 2:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-03/31/97--01022--017
****122.50 ****122.50

Re: SOL CAT, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Amie Fontaine Senian
(individual's name)

SOL CAT
(name of corporation)

MAILING ADDRESS OF CORPORATION		
237 Rilyn Dr		
W.P.B., FL		
33405		
PHONE		
(501) 625 9283		
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

SOL CAT, INC.

(name of corporation)

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

SOL CAT, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares (100) of Common Stock
Dollar(s) (\$ 11.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>AMIE FONTAINE DERIAN</u>		
ADDRESS	<u>237 Rilyn Dr</u>		
CITY	<u>W. P. B.</u>	FLORIDA	ZIP <u>33405</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Lazdaze Surf + Swim</u>		
ADDRESS	<u>12189 US Hwy #1</u>		
CITY	<u>NORTH Palm</u>	FLORIDA	ZIP <u>33408</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>AMIE FONTAINE DERIAN</u>		
ADDRESS	<u>237 Rilyn Dr</u>		
CITY	<u>W P B</u>	STATE <u>FL</u>	ZIP <u>33405</u>
NAME	<u>FRANK THOMAS HAMILTON</u>		
ADDRESS	<u>237 Rilyn Dr</u>		
CITY	<u>W P B</u>	STATE <u>FL</u>	ZIP <u>33405</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	AMIE FONTAINE DERIAN		
ADDRESS	237 Rilyn Dr		
CITY	W.P.B.	STATE	FL ZIP 33405
NAME	FRANK THOMAS HAMILTON		
ADDRESS	237 Rilyn Dr		
CITY	W.P.B.	STATE	FL ZIP 33405
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of March 20, 1997.

Amie Fontaine Derian (Seal)
Frank Thomas Hamilton (Seal)
 _____ (Seal)

STATE OF FLORIDA

COUNTY OF Palm Beach,)
) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

_____ Signature	_____ Form of Identification
_____ Signature	_____ Form of Identification
_____ Signature	_____ Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that _____ executed these Articles of Incorporation, that I relied upon the form _____ of identification of the above named person _____ as indicated opposite each name, and that an oath was not taken.

NOTARY RUBBER STAMP SEAL

Witness my hand and official seal in the County and State last aforesaid this _____ day of _____, 19____.

Notary Signature

Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

FILED

CERTIFICATE OF REGISTERED AGENT

97 MAR 31 PM 2: 02

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOL CAT, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office, as indicated in the Articles of Incorporation

at 237 Relyn Dr
West Palm Beach, FL 33405

has named Amir J. Qemari
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Amir J. Qemari
(registered agent)