

P 97000035759

TRANSMITTAL LETTER FILED

97 APR 18 AM 10: 24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**SUBJECT:** Solace Technologies, Incorporated  
(Proposed corporate name - must include suffix)

100002148051--1  
-04/18/97--01094--014  
\*\*\*\*131.25 \*\*\*\*131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Grant B. Carlson  
Name (Printed or typed)  
1800 S.E. St. Lucie Blvd.  
Building #5-208  
Address  
Stuart, Florida 34996  
City, State & Zip  
561-286-0743  
Daytime Telephone number

*PH*  
*4/22/97*

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**

FILED

97 APR 18 AM 10:26

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I NAME**

The name of the corporation shall be:

Solace Technologies, Incorporated

**ARTICLE II PRINCIPAL OFFICE**

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

1800 S.E. St. Lucie Blvd.  
Building #5-208  
Stuart, Florida 34996

Martin County

**ARTICLE III SHARES**

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

200 Shares of no par value

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Grant B. Carlson  
1800 S.E. St. Lucie Blvd.  
Building #5-208  
Stuart, Florida 34996

## ARTICLES OF INCORPORATION

IT IS HEREBY CERTIFIED THAT:

1). The name of the proposed corporation is: Solace Technologies, Inc.

2). The purpose for which this corporation is formed, are as follows, to wit:

i) To engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body.

ii) To engage in the development, manufacturing and sale of products that further living conditions of a home, building or structure of any kind and that further the environment. To engage in the construction, sale, renting and repairing and remodeling of homes, buildings and contracting work incidental to or connected with such work, including work like demolition.

3). A director or officer of the corporation shall not be liable to the corporation or its shareholders for damages for any breach of duty in such capacity except for:

i) liability if a judgment of other final adjudication adverse to a director establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that the director personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that the director's acts violated FBCA, or

ii) liability for any act or omission prior to the adoption of this provision.

**ARTICLE V INCORPORATOR(S)**

**See instructions for officers/directors**

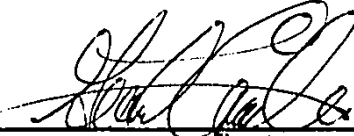
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Grant B. Carlson  
1800 S.E. St. Lucie Blvd.  
Building #5-208  
Stuart, Florida 34996

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

16 day of April, 19 97.

(An additional article must be added if an effective date is requested.)



\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**Notarization is not required**

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
97 APR 18 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 Solace Technologies, Incorporated

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

Grant B. Carlson

(NAME)

1800 S.E. St. Lucie Blvd.  
Building #5-208


(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Stuart, Florida 34996

(CITY/STATE/ZIP)

*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.*

  
\_\_\_\_\_  
(SIGNATURE)

  
\_\_\_\_\_  
(DATE)