

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

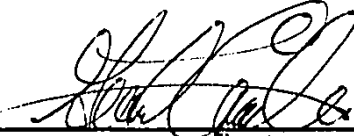
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

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)

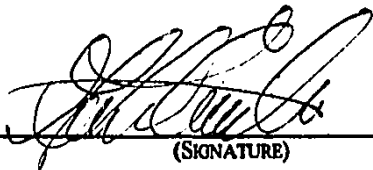
1800 S.E. St. Lucie Blvd.
Building #5-208

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

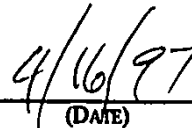
Stuart, Florida 34996

(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)