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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SOLAR BEACH, INC.

AUDIT NUMBER.....H97000007318

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

⑥

SOLAR BEACH, INC.

ARTICLE I.

The name of the corporation and principal place of business is: Name: Solar Beach, Inc.
Address: 20335 Biscayne Boulevard
Aventura, Florida 33180

ARTICLE II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III.

CAPITAL STOCK

This corporation is authorized to issue 60 shares of no par value common stock.

ARTICLE IV.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind or class as that which he already holds, shall have the right to purchase his prorata share thereof at a price at which it is offered to others.

THIS INSTRUMENT WAS PREPARED BY:
VICTOR P. DEBIANCHI, JR., P.A.
1720 HARRISON STREET, 6CE
HOLLYWOOD, FLORIDA 33020
FLORIDA BAR NO. 281980
(305) 925-0433

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ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 20335 Biscayne Boulevard

The name of the initial registered agent of this corporation at that address is: Jack D. Hays

ARTICLE VI.

DIRECTORS

The business of this corporation shall be managed by the shareholders of the corporation, and such shareholders shall be deemed directors of the corporation. The name and address of the initial director of the corporation is:

Jack D. Hays

3150 Northeast 190th Street, #204

Aventura, Florida 33180

ARTICLE VII.

POWERS

This corporation shall have all of the powers enumerated for corporations under the laws of the State of Florida.

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ARTICLE VIII.

NAME OF INCORPORATOR

The name and address of the person signing these Articles of Incorporation as subscriber/incorporator is:

Jack D. Hays

3150 Northeast 190th Street, #204

Aventura, Florida 33180

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of May, 1997.

Jack D. Hays
JACK D. HAYS

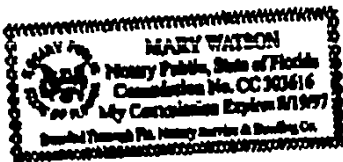
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 2nd day of May, 1997, by JACK D. HAYS, who is (X) personally known to and who did not (X) take an oath.

Mary Watson
NOTARY PUBLIC

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That SOLAR BEACH, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Aventura County of Dade, State of Florida has named, Jack D. Hays located at 20335 Biscayne Boulevard, City of Aventura, County of Dade State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT; (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By 
JACK D. HAYS
Resident Agent

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