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The Law Office of  
**José C. Bofill**

**José C. Bofill, Esquire**  
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July 17, 1997

**VIA U.S. MAIL**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

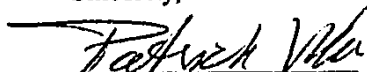
**Re: Incorporation of Soljer, Inc.**

Dear Sir/Madame:

Enclosed please find the original and a copy of the Articles of Incorporation, the Acceptance by Registered Agent and a check in the amount of \$122.50 for the filing fee and for a Certificate of Incorporation. Please return all correspondence concerning this incorporation to the above listed address.

Thank you for your anticipated prompt attention to this matter.

Sincerely,

  
**Patrick Vilar, Esq.**

PV/lm

cc: Furrokh S. Irani

FILED  
97 JUL 24 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
1-17-97  
286-7-17

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-07/25/97--01048--014  
\*\*\*122.50 \*\*\*122.50

W-16886

BC 7/24

EFFECTIVE DATE  
7-17-97

## ARTICLES OF INCORPORATION FOR

FILED  
97 JUL 24 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### *Soljer, Inc.*

The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

#### I

##### NAME OF CORPORATION

The name of the corporation shall be *Soljer, Inc.* whose address is located at 219 Menors Ave., #1, Coral Gables, Florida 33134.

#### II

##### COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist thereafter perpetually until dissolved by law.

#### III

##### PURPOSES

The Corporation is organized for the purpose of transacting any and all lawful business.

#### IV

##### CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of stock at \$1 par value.

#### V

##### REGISTERED AGENT

The address of this Corporation's initial registered office is at 3191 Coral Way, Suite 800, Miami, Florida 33145 and the name of the registered agent at said address is **PATRICK VILAR**.

## VI

### INCORPORATOR

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

*Patrick Vilar, Esq.  
3191 Coral Way, Suite 800  
Miami, Florida 33145  
Tel. (305) 443-0200*

## VII

### BOARD OF OFFICERS

*All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Officers. The number of Officers may be increased or decreased from time to time in accordance with the By-Laws of the Corporation but shall never be less than one. The name and address of the initial Directors of this Corporation are:*

*Jeroo S. Irani  
President  
219 Menors Ave., #1  
Miami, FL 33134  
Tel. (305) 441-8067*

*Furrokh S. Irani  
Vice President  
219 Menors Ave., #1  
Miami, FL 33134  
Tel. (305) 441-8067*

## VIII

### INFORMAL SHAREHOLDER ACTION

*Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.*

## IX

### INFORMAL OFFICER ACTION

*If all of the Officer severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Officers.*

## X

### INDEMNIFICATION

*The corporation shall indemnify any officer or director, or any former officer or director, to the full*

extent permitted by law.

XI

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Officers and Shareholders, but the Board of Officers may not alter, amend, or repeal any of the By-Laws adopted by the Shareholders, if the Shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Officers.

XII

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any time by a vote of the majority of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 17 day of July, 1997



Patrick Vilar, Incorporator



Patrick Vilar, Registered Agent

STATE OF FLORIDA)

) ss:

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Patrick Vilar, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 17 day of July, 1997

  
NOTARY PUBLIC

State of Florida at Large,

My Commission expires:



PATRICIA DOLE  
My Comm Exp. 1/22/00  
Bonded By Service Ins  
No. CC526157

☒ Personally Known ☐ Other I. D.

ACCEPTANCE BY REGISTERED AGENT

OF

*Soljer, Inc.*

I, PATRICK VILAR, as the registered agent of Soljer, Inc., a Florida corporation, hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT:

  
Patrick Vilar

STATE OF FLORIDA)

) ss:

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Patrick Vilar to me well known to be the person described in and who executed the foregoing Acceptance by Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 17 day of July, 1997

  
NOTARY PUBLIC  
State of Florida at Large,

My Commission expires:

My Comm Exp. 1/22/00  
Bonder By Service Ins  
No. CC526157  
Notary Public  
State of Florida  
KATHA DOLE  
Notary Public  
State of Florida  
My Commission Expires 1/22/00  
No. CC526157  
Bonder By Service Ins  
Notary Public  
State of Florida  
KATHA DOLE

FILED  
97 JUL 24 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA