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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: SOLAR EMPIRE, INC.

AUDIT NUMBER.....H97000013331

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

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F. 01-230-000

AUG 14 1997

(5)

ARTICLES OF INCORPORATION
OF
SOLAR EMPIRE, INC.

447000013331
FILED
JUL 13 PM 4:00
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation shall be:

SOLAR EMPIRE, INC.

The address of the principal office of this corporation shall be 630 Golden Beach Drive, Golden Beach, Florida 33160 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS.

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock having no par value per share.

Joseph P. Klapholz, Esq.
c/o Manella & Klapholz, LLP
1800 Hollywood Blvd. # 212
Hollywood, FL 33020
Phone: (954) 928-3355
Florida Bar No.: 450423

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ARTICLE IV. REGISTERED AGENT.

The street address of the initial registered office of the corporation shall be c/o Manella & Klapholz, LLP., 2500 Hollywood Boulevard, Suite 212, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Joseph P. Klapholz.

ARTICLE V. TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS.

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

PRESIDENT: PATRICK DRIGGERS
630 Golden Beach Drive
Golden Beach, Fl. 33160

VICE-PRESIDENT: PATRICK DRIGGERS
630 Golden Beach Drive
Golden Beach, Fl. 33160

SECRETARY/TREASURER: PATRICK DRIGGERS
630 Golden Beach Drive
Golden Beach, Fl. 33160

ARTICLE VII. INDEMNIFICATION.

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

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ARTICLE VIII. RESTRICTION OF NEW STOCK.

No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of the shareholders. Minority shareholders shall consent to authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

ARTICLE IX. INCORPORATOR.

The name and street address of the incorporator to these Articles of Incorporation:

Joseph P. Klapholz, Esq.
c/o Manella & Klapholz, LLP.
2500 Hollywood Boulevard, Suite 212
Hollywood, Florida 33020

IN WITNESS WHEREOF, the undersigned agent of Manella & Klapholz, LLP. has hereunto set his hands and seal on this 13 day of August, 1997.

MANELLA & KLAPHOLZ, LLP.

by:


JOSEPH P. KLAPHOLZ, Esq.
Florida Bar No.: 450431

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Joseph P. Klapholz, Esq., an individual residing in this State having a business office at 2500 Hollywood Boulevard, Suite 212, Hollywood, Florida 33020 and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of SOLAR EMPIRE, INC., is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

by:  _____
JOSEPH P. KLAPHOLZ, Esq.

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TALLAHASSEE, FLORIDA

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