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ACCOUNT NO. : 072100000032

REFERENCE : 552985 6469C

AUTHORIZATION :

*Patricia Pzybit*

COST LIMIT : \$ 70.00

ORDER DATE : October 3, 1997

ORDER TIME : 10:35 AM

ORDER NO. : 552985-005

CUSTOMER NO: 6469C

100002311431--6

CUSTOMER: Mr. Erik P. Shuman  
MAGUIRE VOORHIS & WELLS, P.A.

Suite 303  
1499 S. Harbor City Boulevard  
Melbourne, FL 32901

DOMESTIC FILING

NAME: SOLUNET HOLDING COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tina M. Bartlett

EXAMINER'S INITIALS:

FILED  
97 OCT -3 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN OCT - 3 1997

ARTICLES OF INCORPORATION  
OF  
SOLUNET HOLDING COMPANY, INC.

FILED  
97 OCT -3 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Solunet Holding Company, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 1571 Robert J. Conlan Boulevard, Suite 110, Palm Bay, Florida 32905, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1201 Hays Street, Tallahassee, Florida 32301. The initial registered agent of the Corporation at the registered office shall be Corporation Service Company.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (1) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Michael J. Wertheimer	1571 Robert J. Conlan Boulevard Suite 110 Palm Bay, Florida 32905
Helen M. Wertheimer	1571 Robert J. Conlan Boulevard Suite 110 Palm Bay, Florida 32905

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Roger Chamberland	1571 Robert J. Conlan Boulevard Suite 110 Palm Bay, Florida 32905

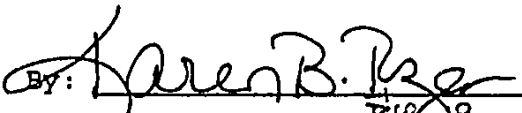
Executed this 24th day of September, 1997.

  
\_\_\_\_\_  
Roger Chamberland  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.

CORPORATION SERVICE COMPANY,  
Registered Agent

By:   
\_\_\_\_\_  
Date: 10.3.97

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