

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 OCT -8 PM 1:15

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Solar Tile, Inc.

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Name Reservation \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
✓\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

\_\_\_\_\_  
Signature

Requested by: Cher 10.8 1033  
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Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

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10-8-97

**CERTIFICATION OF INCORPORATION**

**ARTICLES OF INCORPORATION**

**SOLAR TILE, INC.**

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We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, passed as Chapter 607, Laws of Florida 1975, and do hereby subscribe to these Articles of Incorporation, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

The name of the corporation is Solar Tile, Inc. herein referred to as the Corporation.

**ARTICLE II**

The nature of the business is to engage in retail sale of tiles and every lawful business or operation permitted by the Laws of the State of Florida under Section 607.007, including, but not limited to, the right and power to manufacture, build, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in, goods, wares, merchandise, real and personal property and services of every class.

The foregoing shall be construed as independent business, and the enumeration of any specific business shall not restrict any other business of the Corporation.

And to carry on any other lawful business in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation or to

enhance the value of the properties.

### **ARTICLE III**

#### **MEETINGS**

Meetings of the shareholders or directors, as may be assigned, may be held within or without the State of Florida at such place as the By-Laws of the Corporation may designate, or as may be agreed upon by Waiver and Consent by all members of the class.

### **ARTICLE IV**

#### **TREASURY STOCK**

Subject to the provisions of Law, the Corporation may purchase or otherwise acquire, hold, and release the shares of its capital stock.

### **ARTICLE V**

#### **GENERAL POWERS**

It shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds, and all other negotiable papers to hold, bind, and sell stock of other corporations, secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary and incidental to the powers herein specifically designated and any such power designated and expressed in the Laws of Florida, Statute 607.011.

### **ARTICLE VI**

## **CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares at no par value common stock, which shall be designated "Common Share".

The shareholders shall have the power, either in the by-Laws of the Corporation, or by separate contractual agreement between themselves to make any limitations upon the sale, assignment, transfer, pledge, or other disposition of the stock of the Corporation, as to the stockholders of the Corporation as shall be necessary and/or proper for the best interests of the Corporation.

## **ARTICLE VII**

### **STOCKHOLDERS AND DIRECTORS**

The business affairs of the Corporation shall be carried on by the director(s). The officers shall be elected by a unanimous board of director(s). There shall be at all times one (1) director(s). Said director(s) shall be elected at the first meeting of the shareholder(s). Any action by the shareholder(s) of the Corporation shall be construed as valid and lawful if such action is within the lawful authority of the shareholder(s) under the Laws of the State of Florida, Chapter 607.

## **ARTICLE VIII**

### **CORPORATE EXISTENCE**

The corporation shall have perpetual existence.

## **ARTICLE IX**

### **ADDRESS OF THE CORPORATION**

The initial street address of the Corporation is: **12974 S.W. 89th Avenue, Miami, Florida 33176** with the privilege, however, of having branch offices or places of

business at any place or places of business at any place or places within or without the State of Florida, or in foreign countries.

The registered agent for this Corporation shall be and is hereby designated as:  
**Juan Carlos Bermudez, Esq., Bermudez & Tomé, 2150 Coral Way, Suite 7A Miami, Florida 33145.**

#### **ARTICLE X**

This Corporation shall have one initial incorporator, who shall, until such time as subscriptions for the common shares have been accepted by the Corporation and paid for, be the sole directors of the Corporation, for the purpose of organization and calling initial shareholders meeting. The name and address of the initial incorporator of this Corporation is: RICHARD POUZA, 6299 S.W. 138th Place, Miami, Florida 33183.

#### **ARTICLE XI**

##### **RESERVATION OF RIGHTS**

The shareholders hereby reserve the right to amend or repeal any provisions contained in these Articles of Incorporation by unanimous vote of the shareholders.

**IN WITNESS WHEREOF**, the undersigned incorporator has hereunto set his hand and seal this 20 day of October, 1997, for the purpose of forming this Corporation for profit under the Laws of the State of Florida, and in the Office of the Secretary of State of Florida, the Certificate of Incorporation and certify that the facts herein stated are true.

  
\_\_\_\_\_

STATE OF FLORIDA)

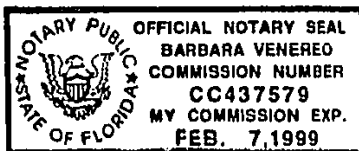
COUNTY OF DADE)

I hereby certify that this day personally appeared before me, **RICHARD POUZA**  
to me well known to be the person described in and who executed the foregoing  
Certificate of Incorporation, and he acknowledged that said Certificate to be the act and  
deed of the signer, and that the facts therein set forth are true.

**WITNESS** my hand and seal at Dade County, Miami,  
Florida, this 3rd day of October, 1997.

Barbara Venero  
Notary Public  
State of Florida

My Commission Expires:



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**CERTIFICATE DESIGNATING RESIDENT AGENT**  
(Pursuant to Chapter 48.091, Florida Statutes)

SOLAR TILE, INC. desiring to organize under the Laws of the State Of Florida , with its principal place of business as indicated in the Articles of Incorporation, in Dade County, Florida, has named Juan Carlos Bermudez of BERMUDEZ & TOME, 2150 Coral Way, Suite 7A Miami, Florida 33145 as its agent to accept service of process within this state.

**ACCEPTANCE**

I, Juan Carlos Bermudez of Bermudez and Tome, having been named to accept service of process for the above stated Corporation, at the place designated herein above, do accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: J. C. B.  
Juan Carlos Bermudez  
BERMUDEZ & TOME