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BENSON, MOYLE & CHAMBERS

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

NATIONSBANK TOWER

ONE FINANCIAL PLAZA, SUITE 1600

FORT LAUDERDALE, FLORIDA 33394-1600

FILED

97 NOV 19 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WILLIAM H. BENSON, P.A.
BERNARD T. MOYLE, P.A.
STEWART P. CHAMBERS, P.A.
MARK S. MUCCI
LEE A. WEINTRAUB

MARK J. LOTERSTEIN
MILA K. SCHWARTZREICH
PATRICK J. TOOMEY, JR.

ALLAN F. MEYER, P.A.

VIA UPS

November 18, 1997

BROWARD (954) 524-6800
DADE (305) 944-3311
PALM BEACH (561) 734-4655
FACSIMILE (954) 463-6963

EFFECTIVE DATE

11-18-97

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Filing Department

600002351736--4
-11/19/97--01051--006
****122.50 ****122.50

Re: Incorporation of Suntech Holdings, Inc.
Our File No. 97-400

Dear Secretary of State:

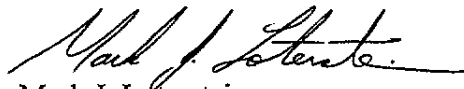
Please find enclosed the original and one copy of the Articles of Incorporation to be filed with your office along with our attorney trust account check in the amount of \$122.50, representing the requisite filing fee.

Please return a certified copy of the Articles of Incorporation to our office via the self-addressed, stamped envelope provided for this purpose.

Thank you for your cooperation in this regard. If you have any questions or comments regarding the enclosed, please do not hesitate to call me.

Sincerely,

BENSON, MOYLE & CHAMBERS



Mark J. Loterstein,
For the Firm

MJL/jm

Enclosures

cc: Ms. Dione M. DeGreef

P. Hall

NOV 21 1997

ARTICLES OF INCORPORATION
OF
SUNTECH HOLDINGS, INC.

FILED
97 NOV 19 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

EFFECTIVE DATE

11-18-97

The name of the corporation is SUNTECH HOLDINGS, INC.. whose principal place of business is 1115 SW 12th Terrace, Deerfield Beach, Florida 33441.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares of Class A Common Stock, with a par value of \$1.00 per share. The holders of Class A Common Stock shall not be entitled to vote but shall be entitled to receive the net assets of the corporation upon dissolution. The corporation shall also have the authority to issue one hundred (100) shares of Class B Common Stock, with a par value of \$1.00 per share. The holders of Class B Common Stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote, including but not limited to the election of the Board of Directors.

ARTICLE V

The address of its initial registered office is BENSON, MOYLE & CHAMBERS, NationsBank Tower, One Financial Plaza, Suite 1600, Ft. Lauderdale, Florida 33394 and the name of its initial registered agent at said address is Bernard T. Moyle, Esquire.

ARTICLE VI

The number of directors constituting its initial Board of Directors is two (2), whose names and addresses are:

Jean Michel Lopez
1115 SW 12th Terrace
Deerfield Beach, Florida 33441

Dione Marie DeGreef
1115 SW 12th Terrace
Deerfield Beach, Florida 33441

ARTICLE VII

The name and address of the incorporator is:

Bernard T. Moyle, Esq.	Nationsbank Tower
	One Financial Plaza
	Suite 1600
	Ft. Lauderdale, Fl. 33394

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the Class A common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

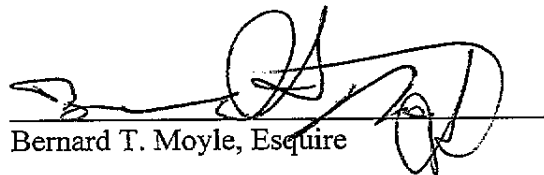
ARTICLE XI

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XII

Pursuant to Section 607.0203 Florida Statute (1995), the effective date of the commencement of corporate existence is the 18th day of November 1997, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed these Articles of Incorporation at Ft. Lauderdale, Broward County, Florida, on the 18TH day of November, 1997.


Bernard T. Moyle, Esquire

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Bernard T. Moyle who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 18TH day of November, 1997.



Christina R. Nistico
Notary Public, State of Florida

Printed Name: Christina R. Nistico

My Commission Expires:

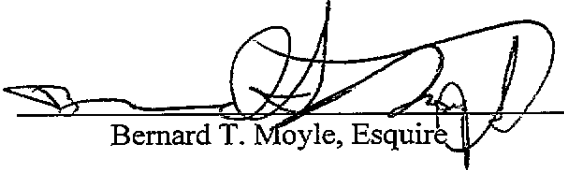
ACKNOWLEDGMENT OF REGISTERED AGENT

FILED
97 NOV 19 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

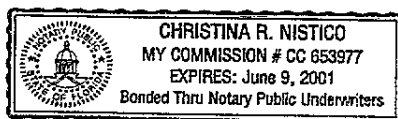
STATE OF FLORIDA

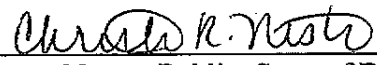
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Bernard T. Moyle, who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1995) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


Bernard T. Moyle, Esquire

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 18TH day of November, 1997.




Notary Public, State of Florida

Printed Name: Christina R. Nistico

My Commission Expires: