

Law Offices

Fogel Rubin & Fogel

A Partnership of Professional Associations

COURTHOUSE TOWER, SUITE 350 • 44 WEST FLAGLER STREET • MIAMI, FL 33130 • 305 577-4905 • Fax 305 372-0936

Terry L. Fogel, P.A.
Board Certified Marital and Family Lawyer

Scott L. Rubin, P.A.
Board Certified Marital and Family Lawyer
Certified Family Mediator

Joel D. Fogel, P.A.
Also Admitted in New York and Colorado

Gladelmy C. Rubin
Certified Legal Assistant

January 8, 1998

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****122.50 ****122.50

Secretary of State
State of Florida
Division of Corporations
PO Box 6327
Tallahassee FL 32314

RE: SOL-INTERNATIONAL CORPORATION

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of the above-captioned corporation.

Kindly prepare a certified copy of said Articles of Incorporation and endorse your approval thereon and return the copy to us.

We are enclosing our check in the amount of \$122.50 to cover the following:

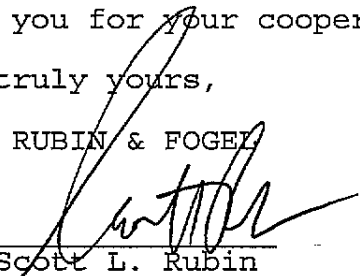
Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00

If a charter cannot be issued for any reason, please contact this office immediately.

Thank you for your cooperation in this matter.

Very truly yours,

FOGEL RUBIN & FOGEL

By: 
Scott L. Rubin
For the Firm

Enclosures: (Original and one copy of the Articles)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 2:30

W98-948
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1/21

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January 20, 1998

Sharon Tala
Document Specialist Supervisor
Division of Corporations
409 E. Gaines Street
Tallahassee FL 32399

RE: SOL INTERNATIONAL SALES, INC.
REF. NUMBER: W98000000948

Dear Ms. Tala:

Enclosed are revised Articles of Incorporation of the above-captioned corporation. We have changed the name pursuant to your letter, a copy of which is enclosed for your ease of reference.

Kindly prepare a certified copy of said Articles of Incorporation, endorse your approval thereon and return the copy to us. In addition, please fax a copy of the charter to (954) 457-8701.

We assume that you have retained our check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00

If a charter cannot now be issued for any reason, please contact this office immediately.

Thank you for your cooperation in this matter.

Very truly yours,

FOGEL RUBIN & FOGEL

By: 

Scott L. Rubin
For the Firm

Enclosures: (Original and one copy of the Articles)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 14, 1998

SCOTT L. RUBIN, P.A.
COURTHOUSE TOWER, STE. 350
44 WEST FLAGLER ST
MIAMI, FL 33130

SUBJECT: SOL-INTERNATIONAL CORPORATION
Ref. Number: W98000000948

We have received your document for SOL-INTERNATIONAL CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 698A00002146

ARTICLES OF INCORPORATION
OF
SOL INTERNATIONAL SALES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 2:20

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of this Corporation is SOL INTERNATIONAL SALES, INC. It's principal office and mailing address is in care of FOGEL RUBIN & FOGEL, 350 Courthouse Tower, 44 West Flagler Street, Miami FL 33130.

ARTICLE II - COMMENCEMENT OF EXISTENCE

This Corporation shall commence to exist on the date these Articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be the only class of shares.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class of service as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is the same as its initial principal office and mailing address, to

wit: 350 Courthouse Tower, 44 West Flagler Street, Miami FL 33130.
The initial registered agent at that address is Scott L. Rubin,
Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of
directors may be increased from time to time by the By-Laws. The
name and address of the initial director of this Corporation is:
Wesley W. Myers, Jr., 7120 Embassy Boulevard, Miramar, FL 33023.

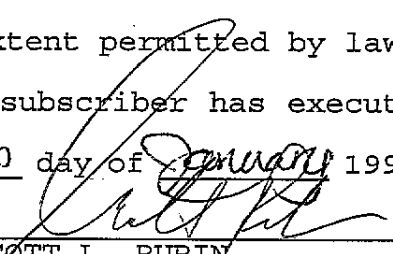
ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of
Incorporation is Scott L. Rubin, Esquire, 350 Courthouse Tower, 44
West Flagler Street, Miami FL 33130.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any
former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 20th day of January 1998.


SCOTT L. RUBIN

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared
SCOTT L. RUBIN, to me personally known to be the person described
as Subscriber in and who executed the foregoing Articles of
Incorporation and acknowledged before me under oath that he
subscribed to them.

WITNESS my hand and official seal at Miami, Dade County,
Florida this 20th day of January 1998.

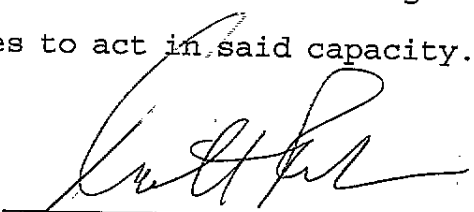
My Commission Expires:

Teresita Benitez
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE



CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

SOL INTERNATIONAL SALES, INC. having appointed the undersigned as its Registered Agent and 350 Courthouse Tower, 44 West Flagler Street, Miami FL 33130 as its registered office, the undersigned hereby accepts said appointment and agrees to act in said capacity.


SCOTT L. RUBIN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 2:20