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ACCOUNT NO. : 072100000032

REFERENCE : 726228 129910A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 3, 1998

ORDER TIME : 10:28 AM

ORDER NO. : 726228-005

CUSTOMER NO: 129910A

CUSTOMER: Robert L. Jamerson, Jr., Esq
ROBERT L. JAMERSON, JR., P.A.

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-03/03/98--01041--025
****122.50 ****122.50

Penthouse 2, Gables Int. Plaza
2655 Lejeune Road
Coral Gables, FL 33134

DOMESTIC FILING

NAME: SOLSTICE HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 PM 1:36

RECEIVED
98 MAR -3 AM 11:22
DIVISION OF CORPORATIONS

EFFECTIVE DATE

3/2/98

ARTICLES OF INCORPORATION

OF

SOLSTICE HOLDINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 PM 1:36

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation is SOLSTICE HOLDINGS, INC.

ARTICLE II.

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be March 2, 1998.

ARTICLE III.

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 10,000 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 2655 Le Jeune Road, Penthouse II, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Robert L. Jamerson, Jr., P.A.

ARTICLE VI.

PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be: c/o 12000 Biscayne Boulevard, Suite 401, Miami, Florida 33181.

ARTICLE VII.

INCORPORATOR

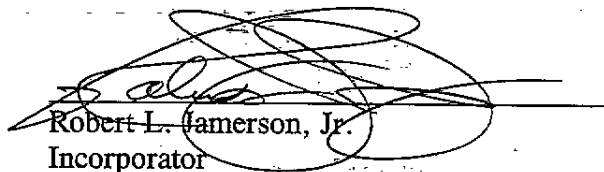
The name and address of the incorporator subscribing to these Articles of Incorporation is Robert L. Jamerson, Jr., 2655 Le Jeune Road, Penthouse II, Coral Gables, Florida 33134.

ARTICLE VIII.

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 2, 1998.


Robert L. Jamerson, Jr.
Incorporator

CERTIFICATE OF REGISTERED AGENT
OF
SOLSTICE HOLDINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 PM 1:36

Pursuant to Sections 607.0501 and 607.0505 of the Florida Statutes, the following is submitted, in compliance therewith:

That SOLSTICE HOLDINGS, INC., desiring to organize under the laws of the State of Florida, has named Robert L. Jamerson, Jr., P.A., 2655 Le Jeune Road, Penthouse II, Coral Gables, County of Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept 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, including the obligations provided in Florida Statutes Section 607.0505.

Dated March 2, 1998.

ROBERT L. JAMERSON, JR., P.A.

By: 
Robert L. Jamerson, Jr., President