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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SOLARIS PROPERTIES, INC.

AUDIT NUMBER.....H98000004496

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

OF

SOLARIS PROPERTIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this Corporation shall be SOLARIS PROPERTIES, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1717 N. Bayshore Drive, Unit 2240, Miami, Florida 33132.

ARTICLE III: DURATION

The period of duration of this corporation shall be perpetual unless dissolved according to law. The corporate existence shall commence upon filing of these Articles with the Secretary of State.

ARTICLE IV: PURPOSE

The purpose of this corporation shall be to engage in any activities or business permitted under the laws of the United States.

ARTICLE V: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares having a par value of one (\$1.00) dollar per share.

ARTICLE VI: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is CORRADO

This Instrument Was Prepared By:
Coleen O. Henderson, Esq.
1836 S.W. 22nd Terrace
Miami, Florida 33135
Florida Bar No. 0938545

(305) 857-0222 H98000004496

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FEDERICO at 1717 N. Bayshore Drive, Unit 2240, Miami, Florida 33132.

ARTICLE VII: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is CORRADO FEDERICO at 1717 N. Bayshore Drive, Unit 2240, Miami, Florida 33132.

ARTICLE VIII: DIRECTORS

The initial Director of the corporation shall be: CORRADO FEDERICO at 1717 N. Bayshore Drive, Unit 2240, Miami, Florida 33132.

ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned has executed these Articles of Incorporation this 6 day of March, 1998.


CORRADO FEDERICO, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

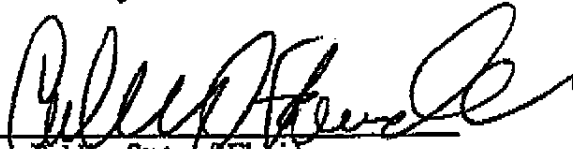
BEFORE ME, personally appeared CORRADO FEDERICO, to me well

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known and known to me to be the persons described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 3rd day of March, 1998.



Notary Public, State of Florida
at Large



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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STATE
TALLAHASSEE, FLORIDA

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known and known to me to be the persons described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 3 day of March.

1998.



Notary Public, State of Florida
at Large

[PLEASE PRINT] _____

Serial Number:



COLEEN O. HENDERSON
COMMISSION # CC 660927
EXPIRES JUL 1, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

H98000004496