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GERALD WEINBERG, P.C.

Attorneys at Law
90 State Street
Albany, New York 12207

Gerald Weinberg
Lawrence A. Kirsch

Telephone (518) 463-2051
NYS (800) 342-9856
Facsimile (518) 463-0079

JULY 9, 1998

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 22 PM 1:14

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300002585219--6
-07/10/98-01051--013
*****70.00 *****70.00

Re: SOLER ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch

Lawrence A. Kirsch

*789,2544,2551,2550
W98-16339*

D. BROWN JUL 23 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 17, 1998

LAWRENCE A. KIRSCH, ESQ.
90 STATE STREET
ALBANY, NY 12207

SUBJECT: SOLER ENTERPRISES, INC.
Ref. Number: W98000016339

We have received your document for SOLER ENTERPRISES, INC. and your check(s) totaling \$70.00. 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.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 398A00038165

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DIVISION OF CORPORATIONS
98 JUL 22 PM 1:14

ARTICLES OF INCORPORATION

W & J SOLER ENTERPRISES, INC.

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

ARTICLE I NAME

The name of the corporation is W & J SOLER ENTERPRISES, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Jeannie Soler
7701 Timberlin Park Boulevard
Apartment #1212
Jacksonville, Florida 32256

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

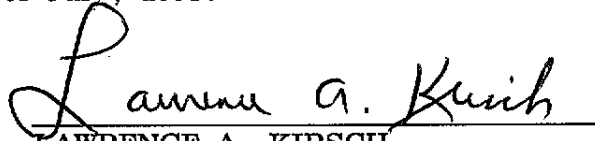
9838 Old Bay Meadows Road
Suite 333
Jacksonville, Florida 32256

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of July, 1998.


LAWRENCE A. KIRSCH

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this 9th day of July, 1998 by the incorporator of W & J SOLER ENTERPRISES, INC.


Notary Public
My Commission Expires:

WENDY J. HENDERSON
Notary Public, State of New York
No. 01HE5031008
Qualified in Albany County
Commission Expires July 25, 1998

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 22 PM 1:15

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: W & J Soler Enterprises, Inc.

2. The name and address of the registered agent and office is:

Jeannie Soler
7701 Timberlin Park Blvd Apt # 1212
(P. O. BOX NOT ACCEPTABLE)
Jacksonville, FL 32256,
(CITY/STATE/ZIP)

SIGNATURE

Jeannie Soler
(Corporate Officer)

TITLE

Secretary

DATE

7/7/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Jeannie Soler
(Registered Agent)

DATE

7/7/98

REGISTERED AGENT FILING FEE: \$20.00