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((H98000018973 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6913

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: ME NO FRY SOLAR PROTECTIVE GEAR, INC. AUDIT NUMBER.....H98000018973 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 6 CERT. COPIES.....1 DEL.METHOD.. FAX EST.CHARGE..
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** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ME NO FRY SOLAR PROTECTIVE GEAR, INC.

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

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be

ME NO FRY SOLAR PROTECTIVE GEAR, INC.

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Prepared By:

Charles L. Neustein
Neustein & Neustein, P.A.
420 Lincoln Road, Suite 600
Miami Beach, FL 33139
Telephone: (305) 531-2543
Florida Bar No.: 112472

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ARTICLE V
CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

420 Lincoln Road, Suite 600
Miami Beach, Florida 33139

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

CHARLES L. NEUSTEIN

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have Four (4) Director(s) initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

<u>NAME(S)</u>	<u>ADDRESS(ES)</u>
LOURDES DIAZ	420 Lincoln Road, Suite 600 Miami Beach, Florida 33139
ELIZABETH ERLINGER	420 Lincoln Road, Suite 600 Miami Beach, Florida 33139
BLASIUS ERLINGER	420 Lincoln Road, Suite 600 Miami Beach, Florida 33139
PETER WEITMANN	420 Lincoln Road, Suite 600 Miami Beach, Florida 33139

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ARTICLE VIII
INCORPORATORS

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are:

NAME(S)

LOURDES DIAZ

ADDRESS(ES)

420 Lincoln Road, Suite 600
Miami Beach, Florida 33139

ARTICLE IX
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

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ARTICLE XII
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.


LOURDES DIAZ

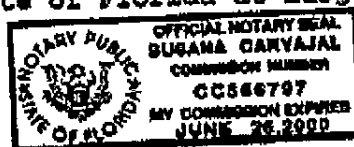
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared LOURDES DIAZ, to me well known to be the person(s) described in and who executed the foregoing Articles of Incorporation, as incorporator(s) and acknowledged before me that he/she/they subscribed to said Articles of Incorporation, after having produced drivers license, as identification.

WITNESS my hand and seal this 12th day of October, 1998.

My Commission Expires:


NOTARY PUBLIC
State of Florida at Large



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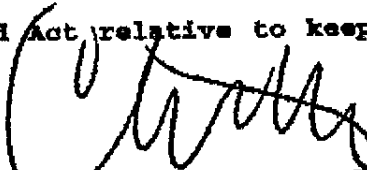
REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That ME NO FRX SOLAR PROTECTIVE GEAR, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami Beach, County of Dade, State of Florida, has named CHARLES L. NEUSTEIN, located at 420 Lincoln Road, Suite 600, Miami Beach, Florida 33139, as its registered agent to accept service of process.

ACKNOWLEDGEMENT

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 and agree to comply with the provisions of said Act relative to keeping said office open.



CHARLES L. NEUSTEIN

STATE OF FLORIDA)
) **
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally

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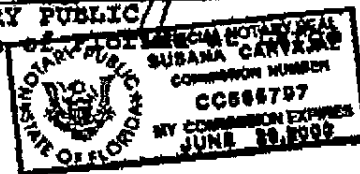
appeared CHARLES L. NEUSTEIN to me well known to be the person described in and who executed the Registered Agent Certificate, after having produced a drivers license as identification.

WITNESS my hand and seal on this 12th day of October, 1998.

My Commission Expires:

[Signature]

NOTARY PUBLIC
State of Florida



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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