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Division of Corporations

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## Florida Department of State

Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

NEW NAME SOLA HOLDINGS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION**  
**OF**  
***Sola Holdings, Inc.***

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

**FIRST:** The name of the corporation is: Sola Holdings, Inc.

**SECOND:** The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**THIRD:** The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares, having a ONE DOLLAR (\$1.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purpose, or at the organization meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

Prepared By: Mark W. Kay, Esq., 7000 S.W. 62 Ave., PH-11, S. Miami, FL, 33143, (305) 667-0475, FBH:  
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**FOURTH:** The amount of capital with which the corporation may begin business will not be less than FIVE HUNDRED DOLLARS (\$500.00).

**FIFTH:** The corporation is to have perpetual existence.

**SIXTH:** The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follows:

**Registered Agent**

MARK W. KAY, ESQUIRE  
7000 Southwest 62<sup>nd</sup> Avenue  
Suite PH-B  
South Miami, Florida 33143

**Corporate Mailing Address**

c/o MARK W. KAY, ESQUIRE  
7000 Southwest 62<sup>nd</sup> Avenue  
Suite PH-B  
South Miami, Florida 33143

**SEVENTH:** The number of directors constituting the initial board of directors is one (1).

**EIGHTH:** The name and post office address of the initial director constituting the Officers and Directors of these Articles of Incorporation and of the corporation's by-laws, is the following:

MARK W. KAY  
7000 Southwest 62<sup>nd</sup> Avenue  
Suite PH-B  
South Miami, Florida 33143

**NINTH:** The name and post office address of the Incorporator is:

MARK W. KAY  
7000 Southwest 62<sup>nd</sup> Avenue  
Suite PH-B  
South Miami, Florida 33143

**TENTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

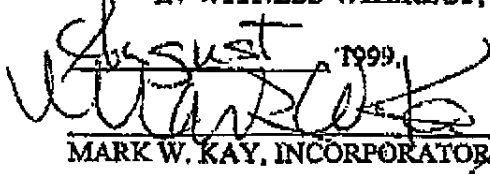
**ELEVENTH:** Cumulative voting may be permitted by the terms of the by-laws.

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**TWELFTH:** The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

IN WITNESS WHEREOF, the party hereto has set his hand and seal this 17<sup>th</sup> day of

August 1999.  
  
 MARK W. KAY, INCORPORATOR

STATE OF FLORIDA  
 COUNTY OF MIAMI-DADE

THE FOREGOING Articles of Incorporation were acknowledged before me this 17<sup>th</sup> day of August, 1999, by MARK W. KAY.



Christina D. Gonzalez  
 My Commission Expires March 09 2001

1002 60 0000000000  
 My Commission Expires March 09 2001



  
 NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Christina D. Gonzalez

My Commission Expires:

☒ one only

☒ Personally known  
☒ Produced identification

Type of identification produced Fla. Drivers Lic  
#K000-559-35-296-0

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.

  
 MARK W. KAY, Registered Agent

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**CONSENT TO USE OF SIMILAR CORPORATE NAME**

Sola International, Inc., a Florida Corporation does hereby consent to Mark Kay as Incorporator, filing and incorporating and obtaining a charter for a Florida corporation to be known as Sola Holdings, Inc., and hereby authorizes the Division of Corporations of the Florida Department of State to permit such similar name use.

DATED at Miami-Dade, Florida this 30<sup>th</sup> day of July, 1999

SOLA INTERNATIONAL, INC.

By: 

JUAN ABERLE, President

Attest: 


Cesar A. Gamez, Secretary-Treasurer

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared JUAN ABERLE and CESAR A. GAMEZ, President and Secretary-Treasurer respectively of Sola International, Inc., who, after first being duly sworn acknowledged before me that they executed the foregoing Consent to Use of Similar Corporate Name for the purposes therein expressed this 30<sup>th</sup> day of July, 1999 at Miami-Dade County, Florida.

[Notary Stamp]

  
NOTARY PUBLIC, STATE OF FLORIDAPrint Name: Nancy Samoy

Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



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