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Account Name : ANN FISHER, P.A.
Account Number : 072720000265
Phone : (305) 665-5944
Fax Number : (305) 667-3089

FLORIDA PROFIT CORPORATION OR P.A.

Solano Holdings, Inc.

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**ARTICLES OF INCORPORATION
OF
SOLANO HOLDINGS, INC.**

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The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Solano Holdings, Inc.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on October 1, 1999 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is c/o Paul Lieman, 1600 S. Bayshore Lane, #7A, Miami FL 33133.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	\$1.00

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:
Ann Fisher, P.A.
1514 Zuleta Ave.
Coral Gables FL 33146
305-665-5944
Fla Bar No: 0328227

H99000024731 4

ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is R. Cai Svendsen, 3803 Little Ave., Miami FL 33133.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is R. Cai Svendsen, 3803 Little Ave., Miami FL 33133.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have six directors initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The names and street addresses of the initial directors of this corporation are:

Eugene E. Stark, Jr.
430 Solano Prado
Miami FL 33156

R. Cai Svendsen
3803 Little Ave.
Miami FL 33133

Paul Lierman
1600 S. Bayshore Lane 7A
Miami FL 33133

John M. Andrews
2340 Tigertail Ct.
Miami FL 33133

Arturo A. Perez
11015 SW 138 Ct.
Miami FL 33186

Parker M. Bogue
3617 SW 3rd Ave.
Miami FL 33145

ARTICLE VIII - SHAREHOLDER PROPERTY


Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.

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IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of
Incorporation this 1 day of October, 1999.


Incorporator

ACCEPTANCE BY REGISTERED AGENT

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 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.


Registered Agent

Date: Oct 1, 1999

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