

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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From:

Account Name : ABALLI, MILNE, KALIL & GARRIGO, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

SOLARA USA, INC.

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ARTICLES OF INCORPORATION

OF

SOLARA USA, INC.

a Florida Corporation

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is **SOLARA USA, INC.**

ARTICLE II - MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and principal office of this Corporation shall be:

One S.E. Third Avenue
Suite 2250
Miami, FL 33131

ARTICLE III - DURATION

The period of its duration is perpetual.

ARTICLE IV - PURPOSE

The purpose is to engage in all lawful activity.

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Arturo J. Aballi
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 186383

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ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the corporation is AMKE Registered Agents, L.L.C. and the initial registered office of this corporation is 2250 SunTrust International Center, One S.E. Third Avenue, Miami, Florida 33131.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased, from time to time, by an amendment of the By-Laws of this corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

NAME

ADDRESS

AMKGS Registered Agents, Inc.

One S.E. Third Avenue
Suite 2250
Miami, FL 33131

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

Arturo J. Aball
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 166383

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ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

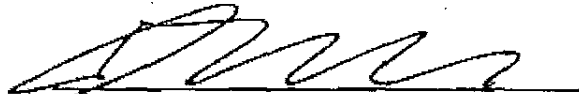
Arturo J. Aballi

2250 SunTrust International Center
One S.E. Third Avenue
Miami, Florida 33131

ARTICLE X - 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 has executed these Articles of Incorporation this 30th day of November, 2004.



Arturo J. Aballi
Incorporator

Arturo J. Aballi
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 166383

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CERTIFICATE OF REGISTERED AGENT

OF

SOLARA USA, INC.

a Florida Corporation

Pursuant to Chapter 608 of the Florida Statutes, the following is submitted, in compliance with said Act:

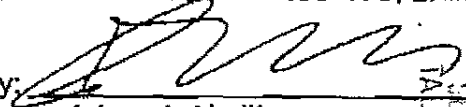
That SOLARA USA, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at the City of Miami, County of Dade, State of Florida, has named AMKE REGISTERED AGENTS, L.L.C. of 2250 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 30th day of November, 2004.

AMKE REGISTERED AGENTS, L.L.C.

By: 

Arturo J. Aballi
President

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TALLAHASSEE, FLORIDA

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