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Law Offices

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February 29, 2000

Via Federal Express

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399  
Attn: Division of Corporations

Re: Tropical Key, Inc.

Gentlemen:

Enclosed herewith please find my Trust Account check in the sum of \$78.75 to cover the filing fee for the above corporation and for the cost of a certified copy of same.

Would you please be good enough to forward to me a certified copy of the filed Articles of Incorporation in the enclosed self addressed, stamped envelope.

Sincerely,

  
IRVING SHIMOFF, ESQ.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2000 MAR - 1 AM 11: 23

FILED

IS/cc  
Enclosure

OK 3/8

FILED  
2000 MAR -1 AM 11: 23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TROPICAL KEY, INC.

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is TROPICAL KEY, INC. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is c/o Irving Shimoff, 100 S.E. 2nd Street, Suite 3920, Miami, Florida 33131.
- THIRD: The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is 100 S.E. 2nd Street, Suite 3920, Miami, Florida 33131, and the registered agent at that address is Irving Shimoff.
- FIFTH: The name and address of the incorporator of the Corporation is Kelly Carrabba, 7955 S.W. 187<sup>th</sup> Terrace, Miami, Florida 33157.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH: The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of March, 2000.

  
KELLY CARRABBA, Incorporator

FILED

2000 MAR -1 AM 11: 23

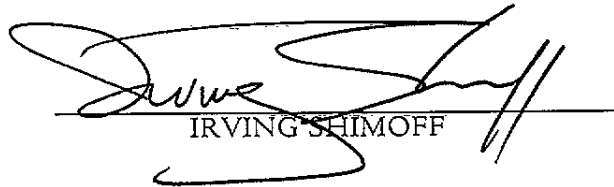
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as Registered Agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



IRVING SHIMOFF