



9500050217

ACCOUNT NO. : 072100000032

REFERENCE : 627227 8589A

AUTHORIZATION :

COST LIMIT : \$ 122.50 *Patricia Pizito*

ORDER DATE : June 27, 1995

ORDER TIME : 10:49 AM

ORDER NO. : 627227

500001524695

CUSTOMER NO: 8589A

CUSTOMER: Carole J. Reich, Legal Asst
COHEN CHASE HOFFMAN &
TRAUTMAN, P. A.
Suite 600
9400 S. Dadeland Blvd.
Miami, FL 33156

EFFECTIVE DATE
JUN 26 1995

DOMESTIC FILING

NAME: TROPICAL FRUZ, INC.

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN JUN 28 1995

FILED
95 JUN 27 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

995A - 31630

EFFECTIVE DATE
JUN 26 1995

FILED
95 JUN 27 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TROPICAL FRUZ, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be TROPICAL FRUZ, INC., and the initial address of this corporation shall be 1800 Columbus Boulevard, Coral Gables, Florida 33134.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares</u> <u>Authorized</u> | <u>Par Value</u> <u>Per Share</u> | <u>Class of</u> <u>Stock</u> |
|--|--------------------------------------|---------------------------------|
| 5,000 | \$1.00 | Common |

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall be effective as of June 26, 1995 and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 9400 South Dadeland Boulevard, Suite 600, Miami, Florida 33156, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be ALAN R. CHASE.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

KENNETH SHARKEY
1800 Columbus Boulevard
Coral Gables, Florida 33134

ARTICLE VIII

The name and address of the Incorporator is ALAN R. CHASE, 9400 South Dadeland Boulevard, Suite 600, Miami, Florida 33156.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall

have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 26th day of June, 1943.



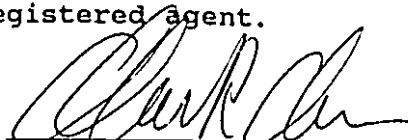
ALAN R. CHASE
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that TROPICAL FRUZ, INC., desiring to organize under the laws of the State of Florida, has named ALAN R. CHASE, 9400 South Dadeland Boulevard, Suite 600, Miami, Florida 33156, County of Dade, State of Florida, as its statutory 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



ALAN R. CHASE
Registered Agent

DATED: this 26th day of June, 1995.

FILED
95 JUN 27 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA