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Joseph D. Zaks

*Quarles & Brady*

**P48000007801**  
January 20, 1998

Secretary of State  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-01/23/98--01039--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **Incorporation of Sun Tropics International, Inc.**

Dear Sir/Madam:

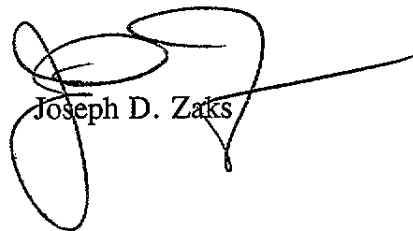
Enclosed herewith are originals and one copy of Articles of Incorporation prepared for the initial filing of incorporation for the above-referred entity. Please file accordingly and return the copy, with time and date stamp, to me in the enclosed envelope. Also please provide a certified copy of the Articles of Incorporation.

Our check for your corporation filing and certified copy fee of \$122.50 is enclosed.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

QUARLES & BRADY

  
Joseph D. Zaks

JDZ/jrd  
Enclosures  
cc: James J. Vanas

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**  
**OF**  
**SUN TROPICS INTERNATIONAL, INC.**

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**ARTICLE I**  
**NAME**

The name and address of this corporation is SUN TROPICS INTERNATIONAL, INC.,  
375 Cocohatchee Drive, Naples, Florida 34110.

**ARTICLE II**  
**DURATION**

This corporation shall exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statute Section 607.167, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

**ARTICLE III**  
**PURPOSE**

This corporation is organized to engage in any and all purposes allowed a Florida corporation.

**ARTICLE IV**  
**CAPITAL STOCK**

The corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value common stock. Such shares shall be treated as stock under Section 1244 of the Internal Revenue Code in the event of loss upon the sale or exchange of these shares. Any such loss shall be deemed an ordinary loss, to the extent allowed by Section 1244.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 375 Cocohatchee Drive, Naples, Florida 34110 and the name of the initial registered agent of this corporation at that address is James J. Vanas.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

James J. Vanas  
375 Cocohatchee Drive  
Naples, Florida 34110

Pamela A. Vanas  
375 Cocohatchee Drive  
Naples, Florida 34110

**ARTICLE VII  
INCORPORATOR**

The name and address of the person signing these articles is: Joseph D. Zaks c/o Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

**ARTICLE VIII  
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE IX  
SHAREHOLDER QUORUM**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

**ARTICLE X  
MAJORITY VOTE TO AMEND**

These Articles may be amended upon a majority vote of the shareholders.

**ARTICLE XI  
MEETINGS**

Any meeting of shareholders may be held whether within or outside the State of Florida.

**ARTICLE XII  
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

**ARTICLE XIII  
NO REMOVAL OF DIRECTORS**

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

**ARTICLE XIV  
PREEMPTIVE RIGHTS**

Every shareholder, upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, has the preemptive right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XV  
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, against all liability, expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for gross negligence, willful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the corporation.

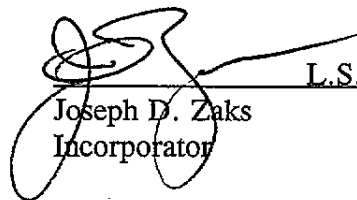
An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

The foregoing rights of indemnification are in addition to all other rights to which the officer or director may be entitled under law.

**ARTICLE XVI  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

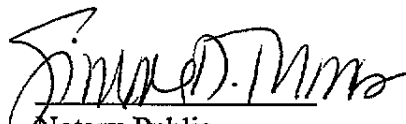
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 3 day of December, 1997.

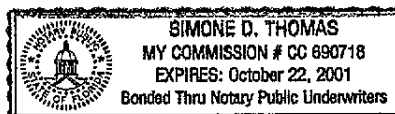
  
L.S.  
Joseph D. Zaks  
Incorporator

STATE OF FLORIDA                     )  
  ) ss:  
COUNTY OF COLLIER                )

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared Joseph D. Zaks, who was not sworn and who is ~~is~~ personally known to me or  who presented a drivers license identifying him as the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation.

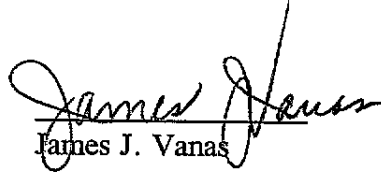
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 3 day of December, 1997.

  
Notary Public  
My Commission Expires:



I, James J. Vanas, agree to serve as resident agent and accept service for SUN TROPICS INTERNATIONAL, INC. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.325 of the Florida Statutes in keeping said office open.

Dated this 17 day of December, 1997.

  
James J. Vanas

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