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LAFARUS CORPORATE FILING SERVICE, INC.  
(Requestor's Name)

3320 S.W. 87th AVENUE  
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MIAMI, FLORIDA (305)552-5973  
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TROPICAL MAGIC, INC (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

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☐ Photocopy

☐ Certificate of Status

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

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED  
99 FEB 19 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CONFIRMED  
02/19/99

ARTICLES OF INCORPORATION  
OF  
TROPICAL MAGIC, INC.

FILED  
99 FEB 19 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is -:

TROPICAL MAGIC, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity of business, permitted under the laws of the United States and of this State, these activities may include but are not in anywise limited to the operation of the following -:

To engage in the business of -; SPORTS CLUB/LOUNGE AND TAVERN.

To sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description, and to do all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity of business permitte

under the laws of the State of Florida and of the United States, the District of Colombia, and in any foreign country.

To conduct all types of business and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependency of the United States.

To engage in, render or carry on any services or business as principal or agent, with powers to let contracts for any such service or product; and to make and carry on contracts of every kind and nature that may be conducive to the accomplishment of any purpose of this corporation.

To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in traffic as owner or agent in real estate, personal or mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures to other evidence thereof, and mortgage, trust deed, pledges or other securities for the payment of same.

To act as agent, broker, or attorney-in-fact for any person, firms, or corporation buying, selling and dealing in real or personal property or services of whatever nature or kind and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

To acquire, hold, undertake and fully exploit the good will, property, rights, franchise, assets of every kind and liabilities of any person, firm, association or corporation, whether wholly or partly; and to pay for the same in cash, stocks or bonds of the company or otherwise.

In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any licenses or other interest therein and thereunder.

To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limits as to amounts and to secure the payment of money in any lawful manner.

To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any

other arrangement for profit-sharing, union or interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on, or any other business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

To purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum to vote.

To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, to which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holder of, or interested in any property or otherwise.

To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **FIVE HUNDRED (500) SHARES** of common stock, each share having the par value of **ONE (\$ 1.00) DOLLARS**.

### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with, which this corporation will begin business is **FIVE HUNDRED (\$ 500.00) DOLLARS**.

### **ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence, unless sooner dissolved by law.

### **ARTICLE VI - INITIAL ADDRESS AND AGENT**

The street address of the initial registered and principal office of this corporation is -:

**10836 NW 7TH AVENUE,  
MIAMI, FLORIDA 33168.**

and the initial registered and principal agent of this corporation at that address is -:

**DAVID ROSARIO,**

#### ARTICLE VII - DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than ONE (1). The name and address is as follows -:

**NAMES:**

DAVID ROSARIO,  
President  
Secretary/Treasurer

**ADDRESSES:**

900 NW 207TH STREET,  
MIAMI, FL 33169-2323.

#### ARTICLE VIII - SUBSCRIBERS

The name and street address of the initial subscriber of this corporation, and the number of shares of the ONE (\$1.00) DOLLAR par value common stock of this corporation which he agrees to take, is as follows -;

**NAMES:**

**SHARES:**

**ADDRESSES:**

DAVID ROSARIO,  
President,  
Secretary/Treasurer.

100%

900 NW 207TH STREET,  
MIAMI, FL 33169-2323.

#### ARTICLE IX - OFFICERS

The name and address of the initial officer of this corporation, is as follows -:

**NAMES AND TITLE:**

**ADDRESSES:**

DAVID ROSARIO,  
President,  
Secretary/Treasurer.

900 NW 207TH STREET,  
MIAMI, FL 33169-2323.

ARTICLE X - INCORPORATORS

The name and address of the person signing these  
Articles of Incorporation is -;

NAMES:

DAVID ROSARIO,  
President,  
Secretary/Treasurer.

ADDRESSES:

900 NW 207TH STREET,  
MIAMI, FL 33169-2323.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal, acknowledged and filed the foregoing Articles of  
Incorporation under the laws of the State of Florida, this

17th day of February 1999.

SIGNATURE: David Rosario

DAVID ROSARIO,  
President/Secretary/Treasurer.

STATE OF FLORIDA )

) SS

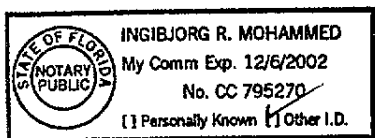
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me on  
this 17th day of February 1999,  
by DAVID ROSARIO, President/Secretary/Treasurer  
of TROPICAL MAGIC, INC.

a Florida corporation, on behalf of the corporation. He is  
personally known to me or has produced a Fl. Dr. Lic as  
identification.

Whitney R. White  
NOTARY PUBLIC, STATE OF FL.

MY COMMISSION EXPIRES;





**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

The name of the corporation is;

**TROPICAL MAGIC, INC.**

The name and address of the registered agent and office is:

NAME: **DAVID ROSARIO,**

ADDRESS: **10836 NW 7TH AVENUE,  
MIAMI, FL 33168.**

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the above stated corporation and 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 provision 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.

SIGNATURE: \_\_\_\_\_

**DAVID ROSARIO,  
Registered Agent.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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