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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000005875))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TROPICSA U.S.A., IN.C

FAX AUDIT NUMBER: H95000005875 CURRENT STATUS: REQUESTED
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ARTICLES OF INCORPORATION

OF

TROPICSA U.S.A., INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of the Corporation is TROPICSA U.S.A., INC., located at 7311 NW 12TH STREET, SUITE 26, MIAMI, FLORIDA 33126-1925.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The Initial Principal Office of this Corporation in the state of Florida shall be: 7311 NW 12TH STREET, SUITE 26, MIAMI, FLORIDA 33126-1925.

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

Prepared By:
Francis X. Santana, Esq.
28 W. Flagler St., Suite 900
Miami, Florida 33130
Fl. Bar No. [illegible]
(305)374-1234

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ARTICLE III
DURATION

The duration of the Corporation is perpetual.

ARTICLE IV
NATURE OF BUSINESS AND POWERS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and/or the State of Florida.

ARTICLE V
CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 100. Such shares shall be Common Stock of a single class and shall have $1.00 par value.

ARTICLE VI
RIGHT OF TRANSFERABILITY

The shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

ARTICLE VII
DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as a member of the Initial

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Board of Directors is:

ANTONIO J. UIPAN AND ANTONIO NACER
7311 NW 12TH STREET
SUITE 26
MIAMI, FLORIDA 33126-1925

ANTONIO NACER
7311 NW 12TH STREET
SUITE 26
MIAMI, FLORIDA 33126-1925

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until his/her successor is elected and qualified or appointed, or until his/her earlier resignation, removal from office, or death, which occurs first.

ARTICLE VIII
INCORPORATOR

The name and address of each incorporator to these Articles of Incorporation is: FRANCIS X. SANTANA, ESQ., 28 WEST FLAGLER STREET, SUITE 500, MIAMI, FLORIDA 33130.

ARTICLE IX
OFFICERS OF THE CORPORATION

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

ANTONIO J. UIPAN AND
PRESIDENT/TREASURER
7311 NW 12TH STREET
SUITE 26
MIAMI, FLORIDA 33126-1925

ANTONIO NACER
VICE-PRESIDENT/SECRETARY
7311 NW 12TH STREET
SUITE 26
MIAMI, FLORIDA 33126-1925

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ARTICLE X
AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of

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the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE XI
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII
MEETING

The Corporation may hold its meetings of Stockholders and/or Directors, either within or without the State of Florida.

IN WITNESS WHEREOF, the undersigned, an Incorporator(s), has/have executed the foregoing Articles of Incorporation on the 21st day of May, 1995.

FRANCIS X. SANTANA, Incorporator

STATE OF FLORIDA)
: SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared FRANCIS X. SANTANA, to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he personally appeared before me at the time of notarization, and is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have set my hand and seal, this 25th day of May, 1995.

NOTARY PUBLIC - STATE OF FLORIDA

MY COMMISSION EXPIRES:

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
MARTHA OLIA
COMMISSION NUMBER
CC294442
MY COMMISSION EXP.
JUNE 9,1995

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

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

That TROPICSA U.S.A., INC., desiring to organize under the Laws of the State of Florida, with its principal office located at 7311 NW 12TH STREET, SUITE 26, MIAMI, FLORIDA 33126-1925, has named: FRANCIS X. SANTANA, ESQ., with post-office address at 28 W. FLAGLER STREET, SUITE 500, MIAMI, FL 33130, as its Agent to accept Service of Process within this State.

FRANCIS X. SANTANA, ESQ. Incorporator

DATE: 5/24/95

FILED
95 MAY 25 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been made to accept Service of Process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

FRANCIS X. SANTANA, ESQ.
Registered Agent

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