



THE UNITED STATES
CORPORATION
COMPANY

563874

ACCOUNT NO. : 072100000032

REFERENCE : 071338 83487A

AUTHORIZATION :

Patricia Pizoto

COST LIMIT : \$ 43.75

ORDER DATE : December 18, 1998

ORDER TIME : 2:21 PM

ORDER NO. : 071338-005

Amend
700002716567--2

CUSTOMER NO: .83487A

CUSTOMER: Nelson C. Keshen, Esq
Nelson C. Keshen, P.a.
Suite 1511
9130 South Dadeland Boulevard
Miami, FL 33156

RECEIVED
58 DEC 18 PM 12:54
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: TROPICAL INTERNATIONAL CORP.

FILED
98 DEC 18 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS: _____

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98 DEC 18 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TROPICAL INTERNATIONAL CORP.**

TROPICAL INTERNATIONAL CORP., a Florida corporation, under its Corporate Seal and the hand of its Vice President, ILEANA GARCIA, hereby certifies that:

The Shareholders and Board of Directors of TROPICAL INTERNATIONAL Corp. at a special joint meeting of shareholders and directors held on December 17, 1998, determined that it would be advisable to establish two classes of common stock, Class A and Class B with no distinction between the two classes of stock except that only Class A shall be voting stock; that each share of the Corporation's outstanding common stock be exchanged for one share of the Corporation's Class A voting common stock and one share of the Corporation's Class B nonvoting common stock and in effectuating such exchange each outstanding certificate of shares of the Corporation's common stock shall at the "effective date" then represent the same number of share of Class A voting common stock of the Corporation, and accordingly, will not have to be surrendered for exchange; that the "effective date" shall be 5:00 p.m., eastern standard time, December 18, 1998; to alter the required number of directors; and to otherwise amend and restate the Corporation's Articles of Incorporation as provided herein.

Upon motion duly made, seconded and carried the following resolutions were unanimously adopted by all of the directors and shareholders of the Corporation:

RESOLVED: That the total number of shares authorized to be issued by the Corporation is 10,000, of which 5,000 shares shall be "Class A voting common stock" without nominal or par value, and 5,000 shares shall be "Class B nonvoting common stock" without nominal or par value.

The holders of the Class B nonvoting common stock shall not be entitled by reason of their holdings to any voice or vote in the management or affairs of the corporation. The voting power shall be confined to the holders of Class A voting common stock. Except as provided with respect to voting, there shall be no distinction between the two classes of stock; and

FURTHER RESOLVED: That each share of the Corporation's outstanding common stock be exchanged for one share of the Corporation's Class A voting common stock and one share of the Corporation's Class B nonvoting common stock and in effectuating such exchange each outstanding certificate of shares of the Corporation's common stock shall at the "effective date" then represent the same number of share of Class A voting common stock of the Corporation, and accordingly, will not have to be surrendered for exchange and that the "effective date" shall be 5:00 p.m., eastern standard time, December 18, 1998; and

FURTHER RESOLVED: That the number of directors of the Corporation shall be no less than one (1) nor more than five (5) as shall be from time to time determined by the Board of Directors. The Board of Directors shall presently consist of two (2) Directors; and

FURTHER RESOLVED: That the Articles of Incorporation of the Corporation be amended and restated to read as follows and that Amended and Restated Articles of Incorporation executed by ILEANA GARCIA, Vice President of the Corporation, be filed with the Secretary of State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation is **TROPICAL INTERNATIONAL CORP.**

ARTICLE II

PURPOSES & POWERS

The general nature of the business or business to be transacted by this Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and to possess and exercise all the powers and privileges granted by the laws of the State of Florida and by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or purposes of the corporation, including, without limitation:

1. To enter into and perform all manner and kinds of contracts, agreements, and obligations for any lawful purpose by or with any person, firm, association, corporation, or governmental division or subdivision.
2. To purchase, lease, or otherwise acquire by other means, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value.
3. To acquire all or any part of the good will, rights, franchises, property, and business of any person, firm, association, or corporation engaged in any business, and to pay for it in cash or in stock or obligations of the corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in a lawful manner the whole or any part of the business thus acquired.
4. To construct, build, purchase, lease, or otherwise acquire, hold, own, improve, develop, maintain, control, operate, lease, manage, sell, transfer, and assign real property and to create liens thereon.
5. To borrow money and contract debts; to make notes and other obligations, with or without security; to secure contracts, obligations, and liabilities of the Corporation by mortgage, deeds of trust, creation of security interests in, pledge, or otherwise lien the property of the Corporation wherever situated.
6. To conduct and carry on its business or any branch thereof in any state or territory of the United States and in any part of the world.
7. To promote and assist, financially or otherwise, corporations, firms, syndicates, associations, individuals, and others and to give any guaranty in connection therewith or otherwise for the payment of money or for the performance of any other undertaking or obligation.
8. To cause to be formed, merged, reorganized, or liquidated, and to promote, take charge of, and aid in any way permitted by law the formation, merger, liquidation, or reorganization of any corporation, association or organization of any kind, domestic or foreign; and to form, organize, promote, manage, control, and maintain, and to dissolve, merge, or consolidate one or more corporations, in the stock or other securities of which this corporation may be or become interested, for such purpose or purposes as may aid or advance the objects and purposes of this corporation.

9. To enter into partnership agreements and joint ventures with any person, firm, association, or corporation engaged in carrying on any business in which the corporation is authorized to engage, or in connection with carrying out all or any of the purposes of this corporation.
10. To indorse or guarantee the payment of principal of, or interest on, bonds, notes, or other evidences of indebtedness or obligations, and to guarantee the performance of any other contracts or other undertakings in which the corporation may otherwise be or become interested, or any corporation, association, partnership, firm, trustee, syndicate, individual, or governmental division or subdivision, domestic or foreign, insofar as may be permitted by law.
11. To undertake, contract for, or carry on any business incidental to or in aid of, or convenient or advantageous in pursuance of, any of the objects or purposes of the Corporation.

The foregoing clauses shall be construed as and shall be powers as well as purposes; and the matters expressed therein, unless expressly otherwise provided, shall in no way limit the powers and purposes of the Corporation to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

AUTHORIZED SHARES

The total number of shares authorized to be issued by the Corporation is 20,000, of which 10,000 shares shall be "Class A voting common stock" without nominal or par value, and 10,000 shares shall be "Class B nonvoting common stock" without nominal or par value.

The holders of the Class B nonvoting common stock shall not be entitled by reason of their holdings to any voice or vote in the management or affairs of the corporation. The voting power shall be confined to the holders of Class A voting common stock. Except as provided with respect to voting, there shall be no distinction between the two classes of stock.

Each share of the Corporation's outstanding common stock shall be exchanged for one share of the Corporation's Class A voting common stock and one share of the Corporation's Class B nonvoting common stock and in effectuating such exchange each outstanding certificate of shares of the Corporation's common stock at 5:00 p.m., eastern standard time, on December 18, 1998 shall then represent the same number of share of Class A voting common stock of the Corporation, and accordingly, will not have to be surrendered for exchange.

ARTICLE IV

S ELECTION

As the shareholders of the Corporation have elected to be taxed pursuant to the S Corporation provisions of the Internal Revenue Code of 1986, as amended ("Election"), no shareholder or officer of the Corporation may, without the prior written consent of the record holders of more than sixty percent of all the then outstanding shares of stock in the Corporation, make or effect any transfer of any shares of stock in the Corporation that would cause a termination or invalidation of the Election.

ARTICLE V

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI

POST OFFICE ADDRESS

The principal office or place of business of the Corporation shall be 3510 N.W. 60th Street, Miami, Florida 33142 or such other place as may be designated by the Board of Directors.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of the Corporation shall be no less than one (1) nor more than five (5) as shall be from time to time determined by the Board of Directors. The Board of Directors shall presently consist of two (2) Directors.

ARTICLE VIII

BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to repeal or change by the shareholders.

ARTICLE IX

INDEMNIFICATION

The Corporation shall have the power to indemnify directors, officers, employees, and agents of the Corporation pursuant to the provisions of Chapter 607.0850, Florida Statutes, as the same may be from to time amended.

The undersigned officer of the corporation have executed these Amended and Restated Articles of Amendment this 17th day of December, 1999.


Ileana Garcia, Vice President



(Corporate Seal)

STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared ILEANA GARCIA, Vice President of Tropical International Corp., a Florida corporation, to me well known to be the person described in and who executed the foregoing Amended and Restated Articles of Amendment, and she acknowledged to me that her signature thereon is her true signature and that she executed said instruments for the purposes therein mentioned and intended.

WITNESS my hand and seal of office at Miami, Miami-Dade County, Florida this 17th day of December, 1998.



Notary Public - State of Florida

