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LAW OFFICES  
GEORGE F. HESS II, P.A.  
RIVERWALK PLAZA • SUITE 1000  
333 NORTH NEW RIVER DRIVE, EAST  
FORT LAUDERDALE, FLORIDA 33301-2205

GEORGE F. HESS II

FILED  
00 MAR - 6 PM 2:16  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
(954) 764-2068  
FAX (954) 764-1152

March 6, 2000

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

600003160106--9  
-03/07/00--01047--003  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: Vantropic, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Our check in the amount of \$122.50 is enclosed to cover the cost of filing and a certified copy of the Articles of Incorporation. Please return the certified copy to our office in the enclosed, self-addressed, Federal Express envelope.

Also, your letter (copy enclosed) dated February 29, 2000, was sent to our office regarding Natural Exotic Tropicals of Florida, Inc., Ref. No. W00000005378. You stated in the letter that our check in the amount of \$122.50 was enclosed. Please be advised, the check was not enclosed and we would appreciate your returning said check to our office. The check number is 3778.

If you have any questions, do not hesitate to contact me.

Sincerely,

  
George F. Hess II

/cjf  
Enclosures  
cc: Mr. Van Herrington

vantrop.cor\article2.let

F. G. HESS II

MAR 1 0 2000

ARTICLES OF INCORPORATION

OF

VANTROPIC, INC.

FILED  
00 MAR -6 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The name of the corporation and the principal mailing address is:

**VANTROPIC, INC.**  
**450 Southwest 12th Avenue**  
**Pompano Beach, FL 33069**

ARTICLE II

The corporation may engage in any activity or business permitted under the law of the United States or of the State of Florida.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is **One Hundred (100)** share of common stock, **One Dollar (\$1.00)** par value. Such shares of common stock are to consist of one class only.

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class or stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations

shares or property through merger or the extinguishment of debts. Preemptive rights shall not apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

#### ARTICLE IV

The corporation shall have perpetual existence, unless sooner dissolved according to law.

#### ARTICLE V

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

**333 North New River Drive, East, Suite 1000, Fort Lauderdale, Florida, 33301.**

The name of the initial registered agent of this corporation, at the above address, is:

**GEORGE F. HESS II.**

#### ARTICLE VI

This corporation shall have one director 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 name and address of the initial director of this corporation is:

NAME

**GEORGE F. HESS II**

ADDRESS

**Suite 1000  
333 North New River Drive, East  
Fort Lauderdale, FL 33301**

ARTICLE VII

The name and address of the initial incorporator of this corporation is:

NAME

ADDRESS

**GEORGE F. HESS II**

**Suite 1000  
333 North New River Drive, East  
Fort Lauderdale, FL 33301**

ARTICLE VIII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of March, 2000.

  
\_\_\_\_\_  
**GEORGE F. HESS II**  
Incorporator

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF BROWARD)

BEFORE ME personally appeared **GEORGE F. HESS II**, to me well know and known to me to be the person described as the Incorporator in and who executed the foregoing Articles of

Incorporation, and acknowledged to and before me that he executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal this 6<sup>th</sup> day of March, 2000.

Carol J. Franzello  
Notary Public, State of Florida  
My Commission Expires: 8/19/01  
My Commission Number is: CC 666192



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

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes the following is submitted:

THAT **VANTROPIC, INC.**, desires to organize  
or qualify under the laws of the State of Florida, with its principal place of business at City of  
**Pompano Beach**, State of Florida, has named **GEORGE F. HESS II**, located at **333 North New  
River Drive, East, Suite 1000, Fort Lauderdale, Florida, 33301**, as its agent to accept service of  
process within Florida.

  
\_\_\_\_\_  
**GEORGE F. HESS II**  
Director


Date: March 6, 2000

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAR -6 PM 2:17

FILED

HAVING BEEN NAMED to accept service of process for the above-stated Corporation, at  
the place designed in this Certificate, I hereby agree to act in this capacity; and I further agree to  
comply with the provisions of all statutes relative to the proper and complete performance of my  
duties.

  
\_\_\_\_\_  
**GEORGE F. HESS II**  
Resident Agent

Date: March 6, 2000