

Ocean South
3500 South Third Street
Jacksonville Beach, Florida 32250
(904) 249-7288
Fax (904) 249-1779

KURT ANDREW SIMPSON

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

Handwritten: 35336
Stamp: March 15 2000

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

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Gentlemen:

I am enclosing herewith an original and one (1) copy of the Articles of Incorporation of **TROPICAL INDUSTRIES OF FLORIDA, INC.** Also, enclosed is my firm's check in the amount of \$122.50 representing the filing fee for the Articles of Incorporation.

Would you be kind enough to return a certified copy of the Articles of Incorporation to my attention at your early convenience.

Thanking you for your every assistance in this matter I am,

Sincerely yours,

KURT ANDREW SIMPSON,
A Professional Association

Handwritten signature of Kurt Andrew Simpson
KURT ANDREW SIMPSON

KAS/kas
Enclosures

FILED
00 APR -6 PM 3:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten: H/4

Handwritten: W-7616
NA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 22, 2000

22

KURT ANDREW SIMPSON
3500 SOUTH THIRD STREET
JACKSONVILLE BEACH, FL 32250

SUBJECT: TROPICAL INDUSTRIES OF FLORIDA, INC.
Ref. Number: W00000007610

We have received your document for TROPICAL INDUSTRIES OF FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 400A00015793

ARTICLES OF INCORPORATION
OF
TROPICAL BEACH ENTERPRISES, INC.

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APR - 6 PM 3:37
TALLAHASSEE FLORIDA
SECRETARY OF STATE

The undersigned, acting as Sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is: **TROPICAL BEACH ENTERPRISES, INC.**

SECOND

The period of duration of the Corporation is perpetual.

THIRD

The purpose or purposes for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States of America and of this State.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue: 1,000 shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of \$1.00 per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

Classes of Stock: The shares of stock of the Corporation are not to be divided into classes.

No Shares in Series: The Corporation is not authorized to issue shares in series.

FIFTH

The initial street address in Florida of the initial principle office of the Corporation is 541 Solano Road, Ponte Vedra Beach, Florida 32082, and the name of the initial Registered Agent is JOE H. ANDREW, whose address is 541 Solano Road, Ponte Vedra Beach, Florida 32082.

SIXTH

The initial Board of Directors shall consist of one member who need not be a resident of the State of Florida nor a Shareholder of the Corporation.

SEVENTH

The name and address of the person who shall serve as the Director until the

first annual meeting of Shareholders, or until his successor shall have been elected and qualified is as follows:

Joe H. Andrew

541 Solano Road
Ponte Vedra Beach, Florida 32082

EIGHTH

The name and address of the initial Incorporator is as follows:

Joe H. Andrew

541 Solano Road
Ponte Vedra Beach, Florida 32082

NINTH

The name and address of the person who shall serve as the Officers until the first annual meeting of Shareholders, or until his successor shall have been elected and qualified is as follows:

Joe H. Andrew
President/Secretary/Treasurer

541 Solano Road
Ponte Vedra Beach, Florida 32082

TENTH

Two-thirds consent of the Stockholders of the Corporation shall be required for any Shareholder action.

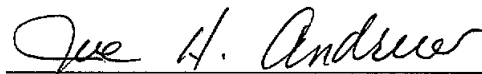
ELEVENTH

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders' meeting, with not less than a two-thirds vote of the common stock.

TWELFTH

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

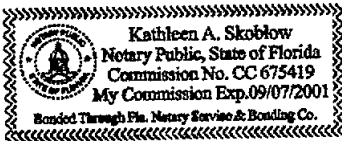
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville Beach, Duval County, Florida, this 3RD day of April, 2000.


JOE H. ANDREW

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

Before me, the undersigned authority, personally appeared JOE H. ANDREW, who is to me well known to be the person described in and who subscribed to the Articles of Incorporation, and that he did freely and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my Hand and Official Seal at Jacksonville Beach, Duval County, Florida, this 3RD day of April, 2000.



Kathleen A. Skoblow
Notary Public

ACCEPTANCE

I, the undersigned, being a citizen of Ponte Vedra Beach, St. Johns County, Florida, do hereby accept the designation of Registered Agent of the above-named Corporation.

Joe H. Andrew
JOE H. ANDREW

FILED
00 APR -6 PM 3:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA