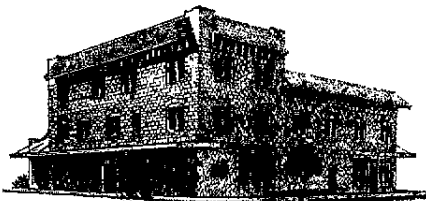


700000036292

HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

ATTORNEYS AT LAW
1206 Manatee Avenue West
Bradenton, Florida 34205-7504
(941) 746-1167

LARRY R. CHULOCK
ANNE SHEFFLER DOUGLASS
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G. JOSEPH HARRISON
THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELSON KIRKLAND
WESTON F. SMITH



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400

Fax: (941) 746-9229

Direct Fax #: (941) 747-0583

March 14, 2000

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

7000003172387--0
-03/16/00--01051--005
*****78.75 *****78.75

Attn: New Filing Section

Re: Tropical Properties, Inc.

To Whom it may concern:

Enclosed in duplicate please find the Articles of Incorporation for the above-captioned corporation together with the certificate designating the Registered Agent. I also enclose my firm's check in the amount of \$78.75 for the filing fee, obtaining a certified copy, and Registered Agent Certification.

Subsequent to filing of the enclosed Articles of Incorporation, please forward the certified copy of same to my office at the above address, together with your Certificate of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.


Robert W. Hendrickson, III

RWH:kes
Enclosures

FILED
00 APR 10 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR 11 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 22, 2000

ROBERT W. HENDRICKSON, III
HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND
1206 MANATEE AVENUE WEST
BRADENTON, FL 34205-7504

SUBJECT: TROPICAL PROPERTIES, INC.
Ref. Number: W00000007685

We have received your document for TROPICAL PROPERTIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6933.

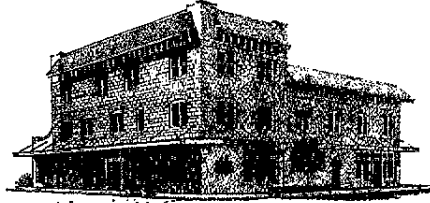
Teresa Brown
Corporate Specialist

Letter Number: 900A00015907

HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

ATTORNEYS AT LAW
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WESTON F. SMITH



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400

Fax: (941) 746-9229

Direct Fax #: (941) 747-0583

April 5, 2000

Florida Department of State
Division of Corporations
Attn: Teresa Brown
PO Box 6327
Tallahassee, FL 32314

Re: Tropical Properties of West Florida, Inc.

Dear Ms. Brown:

Pursuant to your Letter Number: 900A00015907, a copy of which is enclosed, I am filing herewith two (2) originals of revised Articles of Incorporation changing the name of the corporation to Tropical Properties of West Florida, Inc. If these Articles now meet with your approval, it will be greatly appreciated if you would file the Articles and return a certified copy to me.

Should you have any questions or require anything further to file these Articles, please do not hesitate to give me a call.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.


Robert W. Hendrickson, III

RWH:kes
Enclosures

ARTICLES OF INCORPORATION
OF
TROPICAL PROPERTIES OF WEST FLORIDA, INC.

FILED
00 APR 10 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be TROPICAL PROPERTIES OF WEST FLORIDA, INC., a Florida corporation. The street address and mailing address of the initial principal office of the Corporation is 5500-A Marina Drive, Holmes Beach, FL 34217.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - DATE OF COMMENCEMENT AND TERM OF EXISTENCE

Existence of the Corporation shall commence on filing these Articles of Incorporation with the Florida Department of State, and shall continue perpetually.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$5.00 per share. The Corporation will have no other classes of shares.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at the first meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 5500-A Marina Drive, Holmes Beach, FL 34217.


Section 2. The name of the initial registered agent of the Corporation located at said address shall be Greg Oberhofer.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
GREG OBERHOFER	5500-A MARINA DRIVE HOLMES BEACH, FL 34217

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation on this 13TH day of March, 2000.

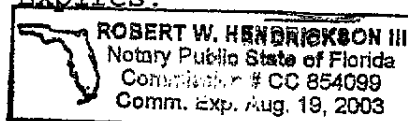

GREG OBERHOFER

MANATEE OF FLORIDA
COUNTY OF MANATEE

13TH The foregoing instrument was acknowledged before me this day of March, 2000, by Greg Oberhofer, who is personally known by me and who did take an oath.


NOTARY PUBLIC (SEAL)

Printed or Typewritten Name of Notary
My Commission Expires:



ACCEPTANCE

I hereby accept to act as initial Registered Agent for
TROPICAL PROPERTIES OF WEST FLORIDA, INC., as stated in these
Articles of Incorporation.



Greg Oberhofer

FILED
00 APR 10 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA