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LAW OFFICES OF  
JAMES J. McNALLY & ASSOCIATES

SUITE 804 • GABLES INTERNATIONAL PLAZA  
2655 LEJEUNE ROAD  
CORAL GABLES, FLORIDA 33134  
TELEPHONE (305) 442-8105  
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September 22, 2000

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Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

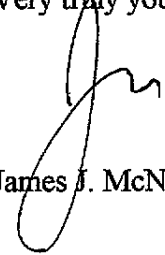
Re: Tropical Island Trading Company, Inc.

Dear Sirs:

I am enclosing the Articles of Incorporation and check for the above corporation. Please accept the Articles and send me a certified copy.

I look forward to hearing from you soon.

Very truly yours,

  
James J. McNally

JJM:vf

Enclosures: (1) Articles of Incorporation  
(2) Check  
(3) Self-Addressed Envelope

FILED  
00 SEP 28 AM 7:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T BROWN OCT - 3 2000

ARTICLES OF INCORPORATION  
OF  
TROPICAL ISLAND TRADING COMPANY, INC.

**FILED**  
00 SEP 28 AM 7:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms this corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TROPICAL ISLAND TRADING COMPANY, INC.

The address of the principal office of this Corporation shall be 432 Green Street, Key West, Florida 33040 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be James J. McNally, P.A., Suite 804, 2655 LeJeune Road, Coral Gables, Florida 33134 and the name of the initial registered agent of the corporation at that address is James J. McNally.

ARTICLE IV. STOCK

The total number of shares which the Corporation shall have

authority to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which said capital stock shall be payable in lawful money of the United States of America, or in property, labor or services, at a valuation to be fixed by the Board of Directors, in a manner provided for by statute, and the stock issued shall be fully paid and non-assessable. Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The method of election of directors shall be as stated in the By-Laws.

#### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

James J. McNally  
Suite 804  
2655 LeJeune Road  
Coral Gables, Florida 33134

The undersigned incorporator has executed these Articles of

Incorporation on September, 2000.

James J McNally  
INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

JAMES J. McNALLY, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607, Florida Statutes.

By: James J McNally

Its Agent,  
Authorized Service Representative

FILED  
00 SEP 28 AM 7:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA