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LAW OFFICES
GELB & SPATZ

3400 SOUTHWEST, THIRD AVENUE
MIAMI, FLORIDA 33145

MONROE GELB
CARL A. SPATZ

October 5, 2000

MIAMI (305) 856-0233
BROWARD (305) 522-8483
FAX NO. (305) 856-9116

By Federal Express

Secretary of State
Division of Corporations (New filings)
409 East Gaines Street
Tallahassee, Florida 32399

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-10/09/00--01096--017
*****78.75 *****78.75

Re: Tropical Development Corp.

Dear Sir or Madam:

In reference to the captioned corporation, please find enclosed herewith the following:

1. Original and an executed copy of the Articles of Incorporation
2. A check made payable to the Division of Corporations in the sum of \$78.75 for the following:

Filing Fee	\$35.00
Certified copy of Articles of Incorporation	\$8.75
Registered Agent Designation	<u>\$35.00</u>
TOTAL	\$78.75

FILED
00 OCT -9 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return to the undersigned a certified copy of the Articles of Incorporation in the Federal Express envelope enclosed.

Very truly yours,

GELB & SPATZ

BY:

Carl A. Spatz
CARL A. SPATZ

CAS/cs
Enclosures

corporat\secofsta.lt8

1.0000 OCT 10 2000

ARTICLES OF INCORPORATION
OF
TROPICAL DEVELOPMENT CORP.

ARTICLE I

The name and physical address of the corporation is:

TROPICAL DEVELOPMENT CORP.
638 SAN LORENZO AVENUE
CORAL GABLES, FLORIDA 33146

ARTICLE II

This corporation shall have perpetual duration:

ARTICLE III

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares the corporation is authorized to issue is one hundred (100) shares, each share to be of \$10.00 par value.

ARTICLE V

The street address of the registered agent of the corporation is 638 San Lorenzo Avenue, Coral Gables, Florida 33146 and the name of the registered agent is CYNTHIA D. JUNKIN.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person serving as director until their successor is elected is:

NAME:

CYNTHIA D. JUNKIN

ADDRESS:

638 SAN LORENZO AVENUE
CORAL GABLES, FLA. 33146

FILED
00 OCT -9 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The name and address of the sole incorporator is:

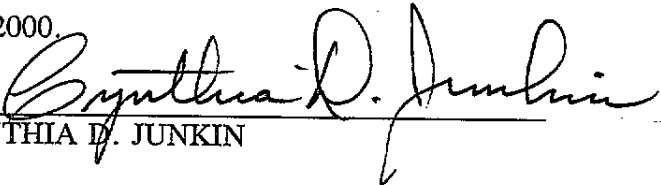
NAME:

CYNTHIA D. JUNKIN

ADDRESS:

638 SAN LORENZO AVENUE
CORAL GABLES, FLORIDA 33146

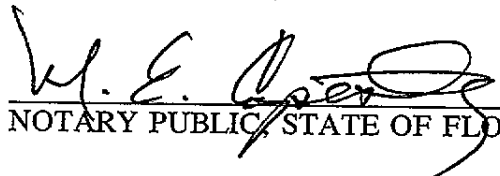
Dated this 5TH day of October, 2000.


CYNTHIA D. JUNKIN

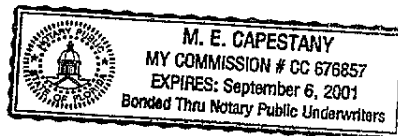
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me personally appeared CYNTHIA D. JUNKIN who is personally known or exhibited her drivers license as identification to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed same of her voluntary act and deed and she did or did not take an oath.

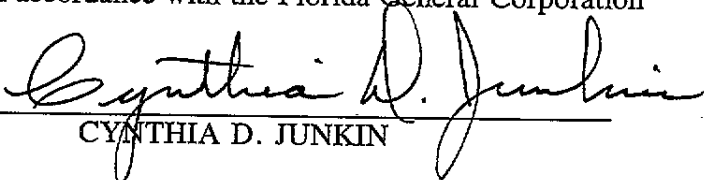
Witness my hand and seal in the County and State last aforesaid this 5TH day of October, 2000.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



The undersigned hereby accepts the designation of registered agent in the State of Florida for TROPICAL DEVELOPMENT CORP., and hereby agrees to serve as registered agent until which designation is terminated in accordance with the Florida General Corporation Act.


CYNTHIA D. JUNKIN

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me personally appeared CYNTHIA D. JUNKIN who is personally known or exhibited her drivers license as identification to me known to be the person described in and who executed the foregoing Acceptance of Designation as Registered Agent and acknowledged before me that she executed same of her voluntary act and deed.

Witness my hand and seal in the County and State last aforesaid this 5TH day of October, 2000.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

