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H. BRYANT SIMS

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January 4, 2001

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

Re: Filing Articles of Incorporation
Tropeano, Inc.

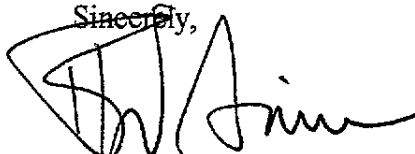
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*****78.50 *****
78.50

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for Tropeano, Inc., as well as our check in the amount of \$78.50 for the filing fee.

Please file the articles and send us an acknowledgment. Thank you for your assistance.

Sincerely,


H. Bryant Sims

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -8 PM 1:57

HBS:pmh
Enclosures

cc: Client



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
TROPEANO, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges, and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the corporation shall be:

TROPEANO, INC.

ARTICLE II

This corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

The general purpose of the corporation is organized for the purpose of transacting any lawful business relating to the real estate industry, including commercial or residential property. Further, to purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise, and real and personal property of every class and description, and to engage in any lawful business under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue 100 shares at one (\$1.00) dollar par value, which shall be designated as "Common Stock."

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorate of share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this corporation in the state of Florida is 1816 Prairie Road, West Palm Beach, FL 33409.

ARTICLE VII

The street address of the initial registered office of this corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this corporation at the address is **H. BRYANT SIMS, ESQUIRE.**

ARTICLE VIII

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws; however, there shall never be less than one director. The name and address of the initial Board of Directors are:

**KIM TROPEANO
1816 Prairie Road
West Palm Beach, FL 33409**

ARTICLE IX

The name and address of the Incorporator signing these Articles is:

**KIM TROPEANO
1816 Prairie Road
West Palm Beach, FL 33409**

ARTICLE X

The officers of the Corporation shall be:

KIM TROPEANO: President, Vice President, Secretary and Treasurer

ARTICLE XI

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

ARTICLE XII

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any

right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 3rd day of January, 2001.


KIM TROPEANO

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

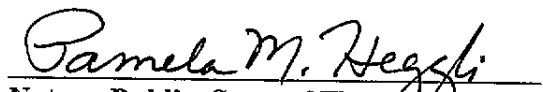
BEFORE ME, the undersigned authority, personally appeared KIM TROPEANO, who produced as identification personally known or who is personally known to me to be the person who executed the foregoing Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 3rd day of January, 2001.

My commission expires:



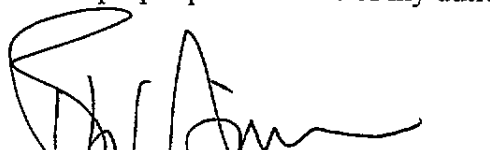
Pamela M. Heggli
MY COMMISSION # CC890794 EXPIRES
November 28, 2003
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public, State of Florida at Large

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


H. BRYANT SIMS, ESQUIRE