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Lopez & Kelly, P.A.

Attorneys at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 30, 2001

AL R. LOPEZ, JR.
MARK P. KELLY
ROBERT W. BIBLE, JR.

SUITE 500
4600 WEST CYPRESS STREET
TAMPA, FLORIDA 33607
(813) 289-3400
FAX: 287-5775

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

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*****87.50 *****87.50

Re: Tripolino Properties, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation of Tripolino Properties, Inc. I would appreciate your filing these Articles as soon as possible.

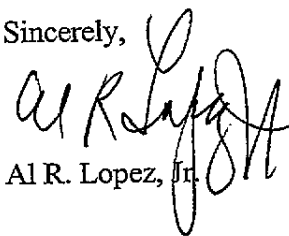
I will need a Certified Copy of the Articles of Incorporation, and enclose an extra copy of the Articles for certification and return to my office.

Also enclosed is Trust Account Check #1857 payable to the Florida Department of State for the filing fee and the certified copy of the Articles in the total amount of \$87.50.

If you have any questions or require any additional information regarding the above, please do not hesitate to call me at my office.

Thank you for your attention to this request.

Sincerely,


Al R. Lopez, Jr.

ARLJr/jr
Enclosures

cc: Mr. Anthony P. Tripolino

✓

AP 2-2-01

ARTICLES OF INCORPORATION
OF
TRIPOLINO PROPERTIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
Name

The name of this Corporation is TRIPOLINO PROPERTIES, INC.

Article II
Duration

The Corporation shall have perpetual existence.

Article III
Purpose and Principal Place of Business

Purpose. This Corporation is organized for the purposes of transacting any or all lawful business.

Principal Place of Business. The initial street address of the principal place of business of the Corporation is 109 81st Street, Holmes Beach, Florida 34217.

Article IV
Capital Stock

The amount of capital stock authorized shall consist of 7,500 shares of the common voting stock having a par value of \$1.00 per share, payable in lawful money of the United States of America or in property, at a just valuation to be fixed by the Board of Directors of this Corporation.

The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

Article V
Preemptive Rights

Every shareholder, upon the sale for cash 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 pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI
Registered Office and Agent

Section 1. The undersigned incorporator of this Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business located in the City of Holmes Beach, State of Florida, has named AL R. LOPEZ, JR., as its agent to accept service of process within this State.

Section 2. 4600 West Cypress Street, Suite 500, Tampa, Florida 33607, is hereby designated by said incorporator as the Registered Office of the Corporation in the State of Florida, and AL R. LOPEZ, JR., is hereby named as the Registered Agent of the Corporation, whose business office is identical with the said Registered Office.

Article VII
Incorporators

The name and street address of the Incorporator is:

ANTHONY P. TRIPOLINO
109 81st Street
Holmes Beach, Florida 34217

Article VIII
Board of Directors

Section 1. This Corporation initially shall have one director. The number of directors may be increased or diminished from time to time by action in accordance with the Bylaws of the Corporation.

Section 2. The name and street address of the first member of the Board of Directors who, unless otherwise provided by the Bylaws, shall hold office for the first year of existence of the Corporation or until his successor is elected and qualified is:

ANTHONY P. TRIPOLINO

All of the directors of the Corporation shall be at least eighteen (18) years of age.

Article IX
Restriction on Transfer of Stock

Shares of the capital stock of this Corporation shall be issued initially to the following person and in the amount set opposite his name:

ANTHONY P. TRIPOLINO 100 shares.

Shares held by the initial Shareholder listed above and all subsequent shareholders may not be resold or otherwise transferred (other than to a revocable trust created by a Shareholder) or encumbered without the consent of the other Shareholders and unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified in, or as directed by,

the Bylaws of this Corporation or by written agreement of this Corporation and its Shareholders.

IN WITNESS WHEREOF, the above-named Incorporator has subscribed his name this

26 day of January, 2001.

Anthony P. Tripolino
ANTHONY P. TRIPOLINO

STATE OF FLORIDA

COUNTY OF Manatee

The foregoing Articles of Incorporation were acknowledged before me by ANTHONY P. TRIPOLINO, who is personally known to me, or who has produced Florida Driver's License TL14-015-41-412 as identification and who did (did not) take an oath, this 26th day of January, 2001.



NANCY GARDNER-HALL

Printed Name:

NOTARY PUBLIC

State of Florida at Large


Commission No. CC 806736

My Commission Expires:

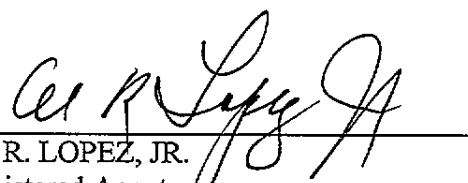
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091 and SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT TRIPOLINO PROPERTIES, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER ~~THE~~ LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF HOLMES BEACH, STATE OF FLORIDA, HAS
NAMED AL R. LOPEZ, JR., LOCATED AT 4600 WEST CYPRESS STREET, SUITE 500,
TAMPA, FLORIDA 33607, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.


ANTHONY P. TRIPOLINO
INCORPORATOR
TITLE: President
DATE: 1/26/01

AL R. LOPEZ, JR., HAVING BEEN NAMED TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, AND BEING FAMILIAR WITH THE OBLIGATIONS OF
REGISTERED AGENT, I HEREBY AGREE TO ACT IN THIS CAPACITY AND ACCEPT
THE OBLIGATION OF THAT POSITION, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF ALL MATTERS.


AL R. LOPEZ, JR.
Registered Agent
DATE: 1-29-01

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE