

The Law Office of Chris M. Vorbeck, P.A.

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CHRIS M. VORBECK, Esq.
LL.M. - Taxation

Also Admitted in Georgia

March 25, 2001

Department of State
Division of Corporations
P.O. Box 6127
Tallahassee, FL 32314

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*****78.75 *****78.75

SUBJECT: Tropics 'R' us, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and certificate of designation of registered office/agent and our check for \$78.75.

FROM: Chris M. Vorbeck
1801 Glengary Street
Sarasota, FL 34231
(941) 921-3124

FILED
01 MAR 30 AM 10:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. SMITH APR 04 2001

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**Articles of Incorporation
of
Tropics 'R' us, Inc.**

01 MAR 30 AM 10:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**I.
Name**

The name of the Corporation is Tropics 'R' us, Inc, hereinafter referred to as the "Corporation."

**II.
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.
Principal Office and Registered Agent**

The principal office of the Corporation is 2831 Ringling Blvd, Ste D-113, Sarasota, Florida 34237. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is Chris M. Vorbeck, Suite 201, 1801 Glengary Street, Sarasota, FL 34231

**IV.
Duration**

The duration of the Corporation shall be perpetual.

**V.
Initial Business**

The initial business of the Corporation shall be:
Real Estate transactions buying and selling of residential, commercial and businesses including but not limited to leasing both commercial and residential property. The Auction of property and any other service of real estate as laid out by the Florida Real Estate Commission under the rules of the Department of Business and Professional Regulation.

VI.
Capital Stock

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 10,000, each share to have a par value of \$ 0.01.

VII.
Incorporators

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
Chris M. Vorbeck	The Law office of Chris M. Vorbeck P.A. Suite 201, 1801 Glengary Street, Sarasota, FL 34231

VIII.
Directors

The number of directors constituting the initial Board of Directors of the Corporation is: Two. The name(s) and address(es) of the person(s) who is/are appointed to act as the initial director(s) of the Corporation is/are:

<u>Director Name</u>	<u>Director Address</u>
Nigel Anthony Read	Centro Commercial Los Cardones 1C Avienda Rafael Puig Playa de las Americas 38640 Arona, Tenerife
Grawina Maureen Read	Centro Commercial Los Cardones 1C Avienda Rafael Puig Playa de las Americas 38640 Arona, Tenerife

IX.
No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

X.
Operating Provisions

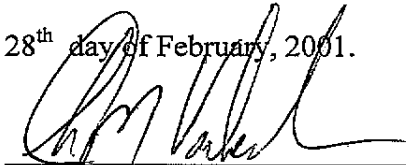
The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

XI.
Fiscal Year

The fiscal year of the Corporation shall be from January to December of each year.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the

28th day of February, 2001.

A handwritten signature in black ink, appearing to be 'R. M. [unclear]', written over a horizontal line.

Incorporator

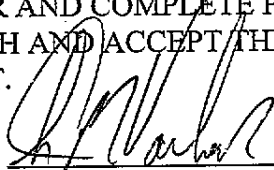
**Certificate of Designation
Registered Agent/Registered Office**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Tropics 'R' us, Inc.
2. The name and address of the registered agent and office is:

Chris M. Vorbeck
1801 Glengary Street
Sarasota, Florida 34231

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Chris M. Vorbeck

2/28/01
Date

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01 MAR 30 AM 10:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA