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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

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May 18, 2001

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

RE: Tropical Readers, Inc.

Dear Sir/Madam:

Enclosed please find our check in the amount of \$122.50 for filing the Articles of Incorporation which we have enclosed for the above referenced matter.

Thank you for your prompt attention in this matter.

Very truly yours,

Sarah Wakefield
Secretary to
Richard Barton Ray

01 MAY 23 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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enclosure

Rs/31/01-

ARTICLES OF INCORPORATION

TROPICAL READERS, INC.

FILED

01 MAY 23 PM 1:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, do hereby form a corporation for profit under Chapter 607 of the laws of the State of Florida, as follows:

ARTICLE I: NAME

The name of the corporation shall be TROPICAL READERS, INC. The address of the principal office of this corporation shall be 6108 26TH ST. W., SUITE 5, Bradenton, FL. 34207 and the mailing address 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, including but not limited to making and selling frames and art supplies.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue at any one time is 7500 shares of common stock.

ARTICLE IV: REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is to be at 6108 26TH St. W., Suite 5, Bradenton, FL. 34207, and the initial registered agent at that address is BRIAN WILLIAMS.

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. This corporation shall have one Director, initially. The names and addresses of the initial member of the Board of Directors are:

Director(s)
BRIAN WILLIAMS

Address(es)
6108 26TH St. W., Suite 5
Bradenton, FL. 34207

ARTICLE VII: INCORPORATORS

The corporation is being formed, and these Articles are being subscribed to by BRIAN WILLIAMS.

ARTICLE VIII: REGISTERED AGENT DESIGNATION

The undersigned, BRIAN WILLIAMS, is familiar with and accepts the duties and responsibilities as registered agent for TROPICAL READERS, INC.

WHEREFORE, the undersigned, as subscribing incorporator and designated registered agent, hereby subscribed to these Articles and accepts the designation as registered agent, on the 18th day of May 2001.

Brian Williams
BRIAN WILLIAMS,
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 18th day of May, 2001, by BRIAN WILLIAMS who is personally known to me.

Sarah R Wakefield
NOTARY PUBLIC

Sarah R Wakefield
My Commission CC668760
Expires August 03, 2001

01 MAY 23 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED