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FILED
02 FEB 28 AM 10:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

January 25, 2002

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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

Re: CATHY'S RARE TROPICALS, INC.

Dear Sirs:

Enclosed you will find articles of incorporation for CATHY'S RARE TROPICALS, INC. We request that you file the same. We enclose the sum of \$78.75 for filing and for a certified copy of the articles. If there are any questions pertaining to this matter please telephone our office. Please mail the certified copy of the articles to our office.

Very truly yours,



Earl H. Galitz

enclosure

D. WHITE MAR - 6 2002

ARTICLES OF INCORPORATION
OF
CATHY'S RARE TROPICALS, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract,
hereby forms a corporation under the laws of the State of Florida.

First: The name of the Corporation is CATHY'S RARE TROPICALS, INC.

Second: The corporation may engage in any activity or business permitted under the laws of
the United States of America and of the State of Florida. The place of the corporations' initial place of
business shall be 21400 SW 190 Ave., Miami, Florida 33187.

Third: The maximum number of shares of stock which this corporation is authorized to have
outstanding at any time shall be 1,000 shares having \$1.00 par value each. All of the aforementioned stock
is to be issued as fully paid for and exempt from assessment. The capital stock is to be paid for in
property, labor, or services at a just valuation, to be fixed by the incorporators or by the directors at a
meeting called for such a purpose or at the organization meeting. Property, labor, or services may also be
purchased or paid for with the capital stock at a just valuation for said property to be fixed by the directors
of the company. Stock in other corporations or going businesses may be purchased by the corporation in
return for the issuance of the capital stock and said purchases all be on such a basis and for such
consideration and the issuance of so much capital stock as the directors of the company may decide.

Fourth: The amount of capital with which the corporation may begin business will not be less than
five hundred dollars and no/100 (\$500.00).

Fifth: The corporation is to have perpetual existence.

- Sixth: The address of the corporation's initial registered agent and the name of its registered agent at such address is as follows:

Catherine L. Skinner 21400 SW 190 Ave.
Miami, FL 33187

- Seventh: The number of directors constituting the initial board of directors is one.

- Eighth: The names and post office addresses of the initial board of directors, and of the initial officers of the corporation, who subject to the provisions of these Articles of Incorporation and of the corporation's by-laws shall have qualified, are as follows:

Catherine L. Skinner 21400 SW 190 Ave.
President, Secretary and Director Miami, FL 33187

- Ninth: The name and post office address of the incorporator is:

Catherine L. Skinner 21400 SW 190 Ave.
Miami, FL 33187

- Tenth: In furtherance And not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. to make and alter the by-laws at pleasure.
- b. to fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of the corporation.

- Eleventh: Cumulative voting may be permitted by the terms of the by-laws.

- Twelfth: Every stockholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as he may do without the issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

- Thirteenth: The names and post office addresses of each subscriber to the shares of the corporation, the number of shares of stock each agrees to take, and the value of the consideration therefore, are:

Catherine L. Skinner
21400 SW 190 Ave.
Miami, FL 33187

500 shares @ \$1.00 each

In witness whereof, the undersigned incorporator has set her hand and seal this 31st day of January
2002.


CATHERINE L. SKINER

STATE OF FLORIDA :
COUNTY OF DADE :

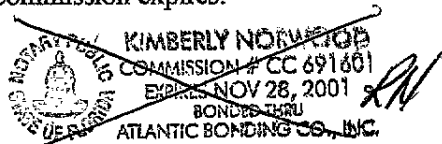
BE IT REMEMBERED, that on this day personally appeared before the undersigned authority,
CATHERINE L. SKINER, party to the foregoing Articles of Incorporation, known to be such, identified
by document Florida Drivers License and upon her oath acknowledged the above
Articles of Incorporation to be the act and deed of the signer, and that the facts therein are truly set forth.
Done this 31st day of January, 2002, at Miami, Florida.




Kimberly Norwood
Commission # DD 066666
Expires Nov. 28, 2005
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC

My commission expires:



The undersigned agrees to act as Registered Agent of CATHY'S RARE TROPICALS, INC., as per the
foregoing Articles of Incorporation.


CATHERINE L. SKINER
Registered Agent
Dated: 1/31, 2002

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