

P02000074561

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000163466 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : OSMOND C. HOWE, JR., PA  
Account Number : I19990000175  
Phone : (305) 377-1012  
Fax Number : (305) 377-1422

02 JUL -9 AM 7: 02

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Tropical Star Enterprises, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

H02000163466 4

**ARTICLES OF INCORPORATION  
OF  
TROPICAL STAR ENTERPRISES, INC.**

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is Tropical Star Enterprises, Inc.

**ARTICLE II  
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the State of Florida.

**ARTICLE III  
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV  
SHARES**

The capital stock of this corporation shall consist of 5,000 shares of common stock, \$.001 par value.

**ARTICLE V  
PLACE OF BUSINESS**

The initial principal place of business and mailing address of this corporation in the State of Florida shall be 14803 SW 132<sup>nd</sup> Avenue, Miami, FL 33186. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI  
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be one (1). The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and address of the initial Board of Director are as follows:

Odsey Bredy

Director

Osmond C. Howe, Jr., P.A.  
501 Brickell Key Drive, Suite 504  
Miami, Florida 33131  
Telephone No. (305) 377-3352  
Bar No. 0097220

H02000163466 4

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 JUL -9 AM 7:02

H02000163466 4

14803 SW 132<sup>nd</sup> Avenue  
Miami, FL 33186

**ARTICLE VII  
DENIAL OF PREEMPTIVE RIGHTS**

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

**ARTICLE VIII  
BYLAWS**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE IX  
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE X  
AMENDMENT**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

**ARTICLE XI  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are:

Karen L. Varela, Esq.  
501 Brickell Key Drive, Suite 504  
Miami, FL 33131

H02000163466 4

**ARTICLE XII  
REGISTERED AGENT**

The name and Florida street address of the initial registered agent of this corporation are:

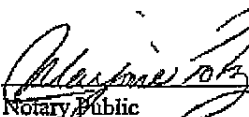
Karen L. Varela  
501 Brickell Key Drive, Suite 504  
Miami, FL 33131


IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 9<sup>th</sup> day of July, 2002.

  
Karen L. Varela, Esq.

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 9<sup>th</sup> day of July, 2002, by Karen L. Varela, Esq. who is personally known to me.

  
Notary Public  
State of Florida at Large

 Marjorie Paly  
My Commission CC926571  
Expires April 10, 2004

My Commission Expires:

H02000163466 4

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

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

TROPICAL STAR ENTERPRISES, INC. desiring to organize as a corporation under the laws of the State of Florida has designated 501 Brickell Key Drive, Suite 504, Miami, Florida 33131, as its initial Registered Office and has named Karen L. Varela, Esq. located at said address as its initial Registered Agent.

By:   
Karen L. Varela, Esq., Incorporator

02 JUL -9 AM 7:02

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By:   
Karen L. Varela, Esq., Registered Agent