

JAN-10-2003 13:02 FROM BOOSE CASEY  
Division of Corporations

TO 8367#35431#185020503 P.01

B1406-35431

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Florida Department of State  
Division of Corporations  
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From: *Linda B. Korte, Legal Asst.*  
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FLORIDA PROFIT CORPORATION OR P.A.  
TROPICAL ACQUISITION CORP.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**  
**OF**  
**TROPICAL ACQUISITION CORP.**

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TALLAHASSEE, FLORIDA  
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The undersigned subscriber and incorporator, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

**ARTICLE I**

**Name and Address**

The name and address of the proposed corporation shall be Tropical Acquisition Corp., 3585 Boutwell Road, #1, Lake Worth 33461.

**ARTICLE II**

**Duration**

This corporation shall commence existence on the date of the execution of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**

**Purpose**

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

**ARTICLE IV**

**Capital Stock**

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

**ARTICLE V**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 515 North Flagler Drive, #1900, West Palm Beach, FL 33401.

The name of the initial registered agent of this corporation at that address is John D. Boykin.

**ARTICLE VI**

**Board of Directors**

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders.

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.



JAN-10-2003 13:04 FROM BOOSE CASEY  
JAN-09-2003 15:00 FROM BOOSE CASEY

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TO 8367#35431#5825010 P.05

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**ARTICLE XI**

Amendment

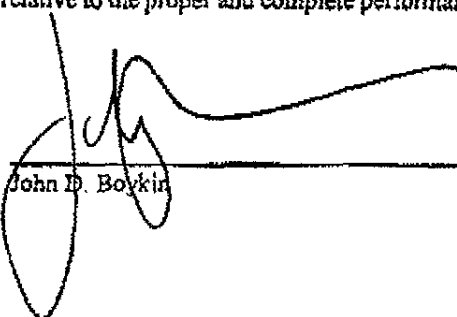
The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original incorporator and subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 10<sup>th</sup> day of January, 2003.

  
Charles Barden

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
John D. Boykin

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