



THE LAW OFFICE  
OF  
**RONALD J. SCHWEIGHARDT**  
A PROFESSIONAL ASSOCIATION

February 13, 2004

Department of State  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32314

**RE: NU-TROPICAL, INC.**  
**ARTICLES OF INCORPORATION**

Dear Sir or Madam:

Please find enclosed an original and one (1) copy of the Articles of Incorporation for the above-captioned entity, along with this firm's check in the amount of Seventy-Eight and 75/100 Dollars (\$78.75), representing the fee for filing and returning a true and correct copy of same.

Kindly file the Articles of Incorporation and return the true and correct copy to my attention in the envelope provided herein for your convenience.

Thank you for your courtesies.

Very truly yours,

  
Ronald J. Schweighardt, Esq.

Encls.

## ARTICLES OF INCORPORATION

OF

### NU-TROPICAL, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

#### ARTICLE I

The name of this corporation shall be NU-TROPICAL, INC., and the initial address of this corporation shall be 5952 Northwest 15<sup>th</sup> Court, Sunrise, Florida 33313.

#### ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida, including without limitation, purchasing, preparing and serving food, drinks and/or liquor to the public, within a restaurant setting.

#### ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| Number of Shares<br><u>Authorized</u> | Par Value<br><u>Per Share</u> | Class of<br><u>Stock</u> |
|---------------------------------------|-------------------------------|--------------------------|
| 7,500                                 | \$1.00                        | Common                   |

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

#### ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this corporation shall be at Zimmerman Corporate Center, 2200 W. Commercial Boulevard, Suite 102, Fort Lauderdale, Florida 33309, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **Ronald J. Schweighardt, Esquire.**

#### ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### ARTICLE VII

The name and address of the first director of the corporation, who shall hold office for the first year or until his successor(s) are duly elected and qualified shall be:

##### **DIRECTOR**

**Etzer Massenat**  
**5952 Northwest 15<sup>th</sup> Court**  
**Sunrise, Florida 33313**

#### ARTICLE VIII

The name and address of the Incorporator is **Etzer Massenat**, 5952 Northwest 15<sup>th</sup> Court, Sunrise, FL 33313.

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the director of this corporation are pecuniarily or otherwise interested in, or are director(s) or officer(s) of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

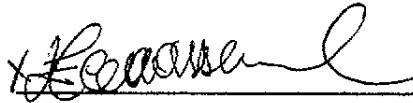
ARTICLE X

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

ARTICLE XI

This corporation shall indemnify and may insure its officer(s) and director(s) to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 29<sup>th</sup> day of February, 2004.

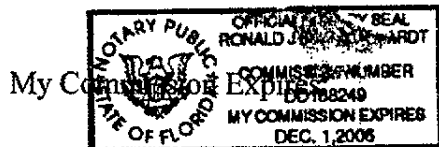
  
\_\_\_\_\_  
ETZER MASSENAT  
Incorporator

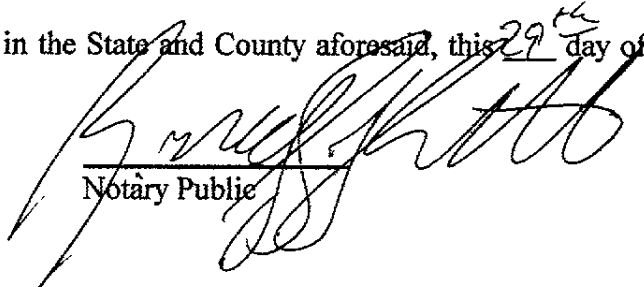
STATE OF FLORIDA        )

COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared **ETZER MASSENAT**, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed, and that I relied upon the following form of identification of the above-named person:   Personal Knowledge and State of Florida Driver's License

WITNESS my hand and official seal in the State and County aforesaid, this 29<sup>th</sup> day of February, 2004.



  
\_\_\_\_\_  
Notary Public

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

In compliance with the laws of Florida, the following is submitted:

First, that NU-TROPICAL, INC., desiring to organize under the laws of the State of Florida, has named **Ronald J. Schweighardt, Esq.**, 2200 West Commercial Boulevard, Suite 102, Fort Lauderdale, County of Broward, State of Florida, 33309, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0501, Florida Statutes.

DATED: this 29<sup>th</sup> day of February, 2004.



RONALD J. SCHWEIGHARDT, ESQUIRE  
Registered Agent