

Florida Department of State

Division of Corporations
Public Access System

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.

(((H04000099744 3)))

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

Claretha
(850) 245-6804

From:

Account Name : LAW OFFICE OF MITCHELL A. SHERMAN, P.A.
Account Number : I20030000145
Phone : (561) 738-1202
Fax Number : (561) 738-1676

2004 MAY -10 AM 11:07
TALLAHASSEE FLORIDA
DEPARTMENT OF STATE

FILED

FLORIDA PROFIT CORPORATION OR P.A.

Tropical S&E, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing

Public Access Help

(Audit No. H040000997443)

**ARTICLES OF INCORPORATION
OF
TROPICAL S&E, INC.**

FILED
2004 MAY -6 AM 11:07
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is **TROPICAL S&E, INC.**

ARTICLE II

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business, specifically the business of silk screening and embroidery products.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be 1580 N.W. 1st Court, Boca Raton, FL 33432.

(Audit No. H040000997443)

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office shall be:

Anthony J. Pieroni, President
1580 N.W. 1st Court
Boca Raton, FL 33432

Kelly Pieroni, Vice President
1580 N.W. 1st Court
Boca Raton, FL 33432

ARTICLE VII

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These articles of Incorporation may be amended by any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

FILED
2004 MAY -6 AM 11:07
CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE X

The name and address of the Incorporator to these Articles of Incorporation is:

Anthony J. Pieroni, President
1580 N.W. 1st Court
Boca Raton, FL 33432

ARTICLE XI

The street address of the initial registered office of the corporation is 1580 N.W. 1st Court, Boca Raton, FL 33432 and the name of the initial registered agent of the corporation at that address is Anthony J. Pieroni.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 6th day of May, 2004.

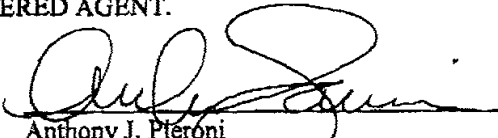

Anthony J. Pieroni

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

The mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is **TROPICAL S&E, INC.**.
2. The name and address of the registered agent and office is **TROPICAL S&E, INC.**, 1580 N.W. 1st Court, Boca Raton, FL 33432.

HAVING BEEN NAMED AS REGISTERED AGENT TO AND ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ALL MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Anthony J. Pieroni