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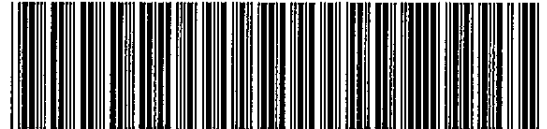
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07-02-09  
2



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 789461 101134A

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pigato*

ORDER DATE : July 2, 2004

ORDER TIME : 11:14 AM

ORDER NO. : 789461-005

CUSTOMER NO: 101134A

CUSTOMER: Jack A. Baxter, Jr., Esq  
Jack Andrew Baxter, Jr., Esq

4530 North Federal Highway

Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: TROPIC TITLE, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**

**TROPIC TITLE, INC.**  
**A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I**  
**NAME**

The name of the Corporation is TROPIC TITLE, INC.

**ARTICLE II**  
**ADDRESS**

The mailing address of the Corporation is:  
4530 N. Federal Hwy.  
Ft. Lauderdale, Florida 33308

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TALLAHASSEE, FLORIDA

**ARTICLE III**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

**ARTICLE IV**  
**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE V**  
**CAPITAL STOCK**

The Corporation shall be authorized to have a maximum number of three thousand (3,000) shares of stock outstanding at any time. The shares shall consist of one thousand (1,000) Class A voting common shares with a par value of ten (10) cents per share and two thousand

(2,000) shares of Class B nonvoting common shares with a par value of ten (10) cents per share. Each class of shares shall be identical in all respects, except that the Class B nonvoting shares will carry no right to vote for the election of Directors of the Corporation, and no right to vote on any matter presented to the Shareholders for their vote or approval except only as the laws of the State of Florida require that voting rights be granted to such nonvoting shares.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 4530 N. Federal Hwy., Ft. Lauderdale, FL 33308, and the name of the initial Registered Agent of the Corporation at that address is JACK A. BAXTER, JR.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have two directors to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
JACK A. BAXTER, JR.	4530 N. Federal Hwy. Ft. Lauderdale, FL 33308
JULIE M. CARLSON	4530 N. Federal Hwy. Ft. Lauderdale, FL 33308

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the persons signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
JACK A. BAXTER, JR.	4530 N. Federal Hwy. Ft. Lauderdale, FL 33308

## **ARTICLE IX**

### **INDEMNIFICATION**

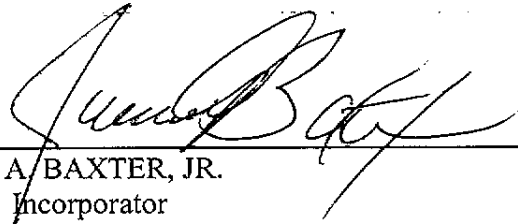
The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

## **ARTICLE X**

### **AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30<sup>th</sup> day of June, 2004.

  
\_\_\_\_\_  
JACK A. BAXTER, JR.  
Incorporator

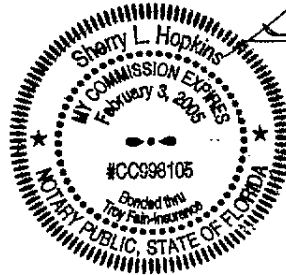
STATE OF FLORIDA        )

COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared JACK A. BAXTER, JR., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the Country and City aforesaid, this 30<sup>th</sup> day of June, 2004.

My Commission expires:



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

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of TROPIC TITLE, INC., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of TROPIC TITLE, INC.

Date: July 1, 2004

  
\_\_\_\_\_  
JACK A. BAXTER, JR.  
Initial Registered Agent