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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
WESTON, GARROU & DEWITT
A PARTNERSHIP OF PROFESSIONAL BUSINESS ENTITIES
781 DOUGLAS AVENUE
ALTAMONTE SPRINGS, FLORIDA 32714-2566
FAX (407) 774-6151
(407) 389-4529

REPLY TO
FLORIDA

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OF COUNSEL
CATHY E. CROSSON^{1,3}
A. DALE MANICOM¹
JOSEPH P. WOHRLE¹

1 ADMITTED IN CALIFORNIA
2 ADMITTED IN FLORIDA
3 ADMITTED IN INDIANA
4 ADMITTED IN TEXAS
5 ADMITTED IN NEW YORK
6 ADMITTED IN MASSACHUSETTS
† A CALIFORNIA PROFESSIONAL CORPORATION
* A FLORIDA PROFESSIONAL ASSOCIATION

PRINCIPAL OFFICE
LOS ANGELES, CALIFORNIA
WILSHIRE BUNDY PLAZA
12121 WILSHIRE BLVD., SUITE 900
LOS ANGELES, CA 90025-1176
FAX (310) 442-0899
(310) 442-0072
SAN DIEGO OFFICE
1205 J STREET, SUITE 8
SAN DIEGO, CA 92101-7500
FAX (619) 239-1717
(619) 232-3255

February 25, 2005

VIA FEDEX DELIVERY

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Tropica Enterprises, Inc.

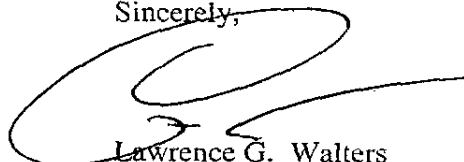
Dear Correspondent:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation and our firm's check in the amount of \$78.75 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Sincerely,



Lawrence G. Walters
Larry@LawrenceWalters.com

LGW/lb
Encls.

ARTICLES OF INCORPORATION
OF
TROPICA ENTERPRISES, INC.

APPROVED
AND
FILED
05 FEB 28 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Tropica Enterprises, Inc.

ARTICLE II. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 1181 S. Sumter Blvd., #402, North Port, FL 34287.

ARTICLE III. MAILING ADDRESS

The mailing address of the corporation is: 781 Douglas Ave., Altamonte Springs, FL 32714.

ARTICLE IV. PURPOSE

Any and all lawful business in the State of Florida.

ARTICLE V. INITIAL DIRECTORS

Name:
Heather Wing

Address:
1181 S. Sumter Blvd. #402
North Port, FL 34287

ARTICLE VI. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of common capital stock at a par value of \$1.00 per share.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VIII. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

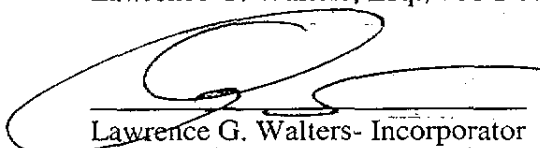
ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The name of the individual who shall serve as this corporation's initial registered agent and address is Lawrence G. Walters Esq., 781 Douglas Avenue, Altamonte Springs, FL 32714.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

Lawrence G. Walters, Esq., 781 Douglas Avenue, Altamonte Springs, FL 32714.

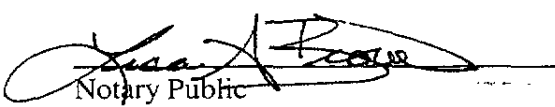

Lawrence G. Walters- Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of Tropica Enterprises, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Tropica Enterprises, Inc.


Lawrence G. Walters - Registered Agent

State Of Florida
County Of Seminole

On 4/25/05, Lawrence G. Walters, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of Tropica Enterprises, Inc.


Notary Public

LISA A BROWN
(Printed or Typed Name)

Notary Public - State of Florida
my commission expires: 7/11/05 (SEAL)



Lisa A Brown
My Commission DD041630
Expires July 11 2005