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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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LAW OFFICE OF

*Edward B. Galante*

Attorney and Counselor  
at Law



516 Camden Avenue, Stuart, Florida 34994

EDWARD B. GALANTE, P.A.

Tel.: (561) 283-2412  
Fax: (561) 283-2419

~~18~~ February 2005

Florida Secretary of State  
Domestic Corporation Filings Section  
Post Office Box 6327  
Tallahassee, Florida 32314

Attn: New Filings

Re: Tropical Breeze Fan Co.

Dear Secretary,

Submitted herewith for filing are the articles of incorporation and designation of resident agent for the abovenamed corporation.

Enclosed is a check for \$78.75 to cover the filing fee and certified copy.

Please notify my office by regular mail of the date and file number of this filing and return all correspondence and documents to me, please.

If you require anything further, please contact me *directly* before returning any documents.

Thank you.

Respectfully yours,

Frederick Graves, Esq.

c.c. Walter Miller, Paul Lantz

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TALLAHASSEE, FLORIDA

**Articles of Incorporation**  
of  
**Tropical Breeze Fan Co.**

The undersigned, acting as general incorporator under statutory provisions of the Florida General Corporation Act (Chapter 607, Florida Statutes) hereby declares, adopts, ratifies, and gives notice of the following articles of incorporation:

**ARTICLE I: Name and Principal Place of Business**

The name of this corporation is Tropical Breeze Fan Co. The initial principal place of business shall be 516 Camden Avenue, Stuart, Florida 34994 (772-283-2412).

**ARTICLE II: Commencement and Duration**

This Corporation shall commence in existence on date of filing with the Secretary of State and shall exist perpetually thereafter or until sooner terminated by lawful act of its shareholders and directors.

**ARTICLE III: Purpose**

The purpose for which this corporation is organized is to engage in any activity permitted to for-profit corporations having their principal offices in this State, particularly but not limited to engaging in the business of manufacturing and selling ceiling fans, fan blades, and related merchandise throughout the State of Florida and elsewhere as its directors may hereafter determine in accordance with these articles and the by-laws of the corporation.

**ARTICLE IV: Authorized Shares**

1. Number. The aggregate number of shares that the corporation shall have the authority to initially issue is 300,000 shares of capital stock with a par value of one dollar (\$1.00) per share.

2. Subscriptions. Walter Miller (c/o Edward B. Galante, Esq., 516 Camden Avenue, Stuart, Florida 34994) having given good and sufficient consideration therefor in the form of a settlement agreement between Walter Miller and Paul Lantz and their respective companies prior to the date hereof valued at \$150,000 has subscribed and does subscribe for the acquisition of 150,000 shares of the new corporation. Paul Lantz (c/o William DiPetrillo, Esq., 400 SE 8<sup>th</sup> Street, Fort Lauderdale, Florida 33316) having given good and sufficient consideration therefor in the form of all his original interest in certain intellectual properties (including but not limited to patents, trademarks, and copyrights to fan designs *Kahoolawee*, *Barbados*, *Bahama Bent*, *Jamaica*, *Arruba*, and *Royal Palm*) by the same settlement agreement prior to the date hereof, has subscribed and does subscribe for the acquisition of 150,000 shares of the new corporation.

3. Stated Capital. The sum par value of all shares of capital stock of the corporation that shall have been issued at any particular time shall be the stated capital of the corporation on the books at any such time, and that stated capital shall initially be \$300,000.

4. Terms of Agreement. Pursuant to the settlement agreement, Lantz shall be entitled to receive 60% of the corporation's net proceeds, and Miller shall be entitled to receive 40%, however their respective voting powers as shareholders shall be determined solely by the number of shares held.

**ARTICLE V: Registered Agent**

The initial registered agent of the Corporation is: Edward B. Galante, Esq., whose business address at which he will accept service of process for the corporation is 516 Camden Avenue, Stuart, Florida 34994. (561-283-2412), and his acceptance of appointment is filed herewith and made a part hereof by reference.

**ARTICLE VI: Number of Directors**

The number of duly elected directors of this corporation shall be not less than two.

**ARTICLE VII: Incorporation Directors**

The names and addresses of the persons who shall serve as incorporation directors are Walter Miller (c/o Edward B. Galante, Esq., 516 Camden Avenue, Stuart, Florida 34994) and Paul Lantz (c/o William

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DiPetrillo, Esq., 400 SE 8<sup>th</sup> Street, Fort Lauderdale, Florida 33316) who shall serve in the capacity of temporary directors until the organizational meeting, at which meeting they shall by resolution duly appoint a president *pro temp* and secretary *pro temp* who shall by their authority and at their direction issue subscribed shares of the corporation's common stock for value received, whereupon the new shareholders will duly elect directors to serve and hold office thereafter in accordance with Florida Law, these articles, and the by-laws of the corporation. Upon taking office, the duly elected directors shall ratify all prior acts of the incorporator and accept the immediate resignation of the incorporation directors, who shall thereafter have no further powers or obligations.

**ARTICLE VIII: Incorporator**

The name and address of the incorporator are Edward B. Galante, Esq., 516 Camden Avenue, Stuart, Florida 34994 (772-283-2412).

**ARTICLE IX: Amendment of Articles**

The shareholders shall have power to adopt, amend, or repeal these articles of incorporation when proposed and approved at a duly noticed shareholders meeting.

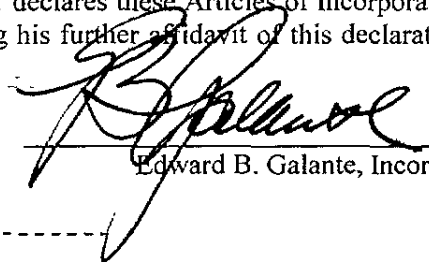
**ARTICLE X: Pre-Emptive Rights**

Shareholders shall have no pre-emptive rights to purchase additional shares except upon subsequent resolution of the board of directors.

**ARTICLE XI: Cumulative Voting**

Shareholders shall vote their shares directly; i.e., there shall be no cumulative voting of shares.

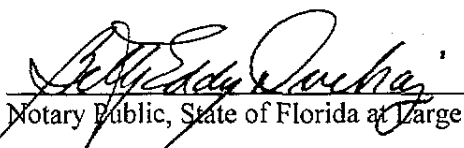
IN WITNESS WHEREOF the undersigned incorporator declares these Articles of Incorporation for Tropical Breeze Fan Co., hereunder setting his hand and giving his further affidavit of this declaration the 21 day of Feb 2005.

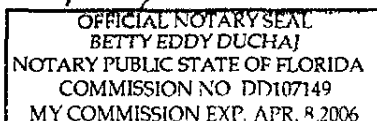
  
Edward B. Galante, Incorporator

STATE OF FLORIDA           ]  
COUNTY OF MARTIN       ]

BEFORE ME, the undersigned authority, personally appeared Edward B. Galante who, being by me first duly sworn or affirmed and identified by Florida Drivers License as the person described hereinabove, did execute the foregoing in my presence as incorporator for Tropical Breeze Fan Co.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal the date last hereinabove appearing.

  
Notary Public, State of Florida at Large



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

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

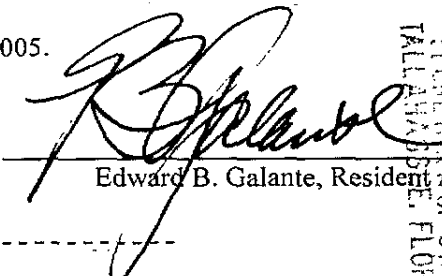
WITNESSETH that *Tropical Breeze Fan Co.* desiring to organize under the laws of the State of Florida has named its registered agent to accept service of process within this State and its principal office as indicated in the Articles of Incorporation as: Edward B. Galante, Esq., whose business address at which he will accept service of process for the corporation is 516 Camden Avenue, Stuart, Florida 34994. (561-283-2412).

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the abovenamed corporation at the place designated in this certificate, I hereby accept such appointment to act in this capacity effective the date last hereinappearing and agree to comply with the provisions of said act relative to keeping open said office.

I understand and accept the obligations of registered agents as provided for in §607.325 Florida Statutes.

EXECUTED this 21 day of February 2005.

  
Edward B. Galante, Resident Agent

CLERK OF STATE  
TALLAHASSEE, FLORIDA

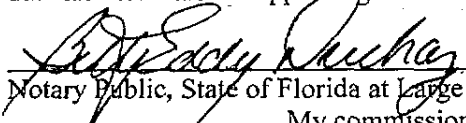
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STATE OF FLORIDA       ]  
COUNTY OF MARTIN    ]

BEFORE ME personally appeared Edward B. Galante who, being by me first duly sworn or affirmed and identified by Florida Drivers License, did execute the foregoing in my presence as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Stuart, Florida the date last hereinabove appearing.

  
Notary Public, State of Florida at Large

My commission number is:  
My commission expires;

