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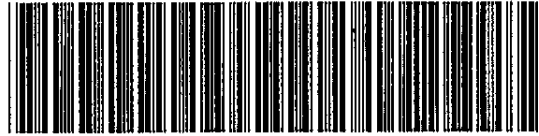
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STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
05 SEP - 6 PM 3: 26

MRS
9/8

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TROPICALIS CORPORATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: DAVID F. GARBER
Name (Printed or typed)

700 11TH ST S, STE 202
Address

NAPLES, FL 34102-6777
City, State & Zip

(239) 774-1400
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
TROPICALIS CORPORATION

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ARTICLE I
(Name)

The name of the corporation shall be TROPICALIS CORPORATION.

ARTICLE II
(Principal Office)

The principal place of business and mailing address of TROPICALIS CORPORATION shall be 700 Eleventh Street South, Suite 202, Naples, Florida 34102.

ARTICLE III
(Purpose)

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV
(Shares)

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value.

ARTICLE VI
(Officers and Directors)

The names and street addresses of the initial officers and initial board of directors, who shall hold office for the first year of the corporation, or until a successor is elected or appointed are:

David F. Garber
700 Eleventh Street South, Suite 202
Naples, Florida 34102

President/ Director

Colette J. Kellerhouse
700 Eleventh Street South, Suite 202
Naples, Florida 34102

Secretary/Treasurer/Director

The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the by-laws of the Corporation.

ARTICLE VII
(Registered Agent)

Initial registered office of the corporation shall be 700 Eleventh Street South, Suite 202, Naples, Florida 34102, and the initial registered agent shall be David F. Garber.

ARTICLE VIII
(Existence)

This corporation is to exist perpetually.

ARTICLE IX
(Preemptive Rights)

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.


ARTICLE X
(Election of Subchapter S)

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE XI
(Incorporator)

The name and street address of the incorporator to these Articles of Incorporation is David F. Garber, 700 Eleventh Street South, Suite 202, Naples, Florida 34102.


Dated this 1 day of Sept, 2005.



DAVID F. GARBER
Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in the articles of incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 1 day of Sep, 2005.



DAVID F. GARBER
Registered Agent

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