

12-27-2005 09:25am

From-GREENBERG TRAUIG

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FLORIDA PROFIT CORPORATION OR P.A.

Tropics, Inc.

Certificate of Status	0
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December 22, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GREENBERG TRAUIG

SUBJECT: TROPICS GRILL, INC.
REF: W05000056155

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L04000080901 - TROPIC GRILL, L.L.C..

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Document Specialist
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ARTICLES OF INCORPORATION
OF
TROPICS BAR & GRILL, INC.

ARTICLE I - NAME

The name of this corporation is Tropics Bar & Grill, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of the Corporation is located at the following address:

c/o Greenberg Traurig, P.A.
777 S. Flagler Drive, Suite 300 East
West Palm Beach, FL 33401

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock, which shall be designated "Common Stock."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

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ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

NRAI Services, Inc.
2731 Executive Park Drive, Suite 4
Weston, FL 33331

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Wayne T. Crowder, Esq.
Greenberg Traurig, P.A.
777 S. Flagler Drive, Suite 300 East
West Palm Beach, FL 33401

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of December, 2005.


Wayne T. Crowder, Sole Incorporator

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 20th day of December, 2005.

NRAI SERVICES, INC.

By: 

Authorized Signatory

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