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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CR 3-13-06

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CAROL MESSMAN-HALE  
8251 SW 171 TERRACE  
VILLAGE OF PAMETTO BAY, FL 33157

February 28, 2006

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

**Re: TROPIC FINE ART, INC.**

Dear Sir/Madam:

Enclosed please find the original executed Articles of Incorporation and two copies for the above referenced corporation along with the Certificate Designating Place of Business or Domicile for the Service of Process. I have also enclosed a check in the amount of \$78.75 representing the filing fee for same.

Please file and return to me a stamped copy of the Articles of Incorporation in the enclosed return envelope along with the Certificate of Incorporation.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink, reading "Carol M. Messman-Hale". The signature is written in a cursive, flowing style with a large initial 'C' and a long, sweeping tail at the end.

CAROL M. MESSMAN-HALE

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**ARTICLES OF INCORPORATION  
OF  
TROPIC FINE ART, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation for profit, pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is **TROPIC FINE ART, INC.**

**ARTICLE II**

**DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of \$1 par value common stock, which shall be designated "Common Shares."

**ARTICLE V**  
**VOTING RIGHTS**

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

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

The street address of the initial registered office of this corporation is 8251 SW 181 Terrace, Village of Palmetto Bay, FL 33157 and the name of the initial registered agent of CAROL M. MESSMAN-HALE this corporation at that address is P.O. Box 562937, Miami, FL 33256-2937

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

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The names and addresses of the initial directors of this corporation are:

CAROL M. MESSMAN-HALE  
8251 SW 181 Terrace  
Village of Palmetto Bay, FL 33157

**ARTICLE VIII**  
**FIRST OFFICER**

The name of the first officer of the corporation, who shall hold office for the first year of existence of the corporation or until her successor is elected and qualified is as follows:

**ARTICLE IX  
INCORPORATOR**

The name and address of the incorporator is:

CAROL M. MESSMAN-HALE  
8251 SW 181 Terrace  
Village of Palmetto Bay, FL 33157

**ARTICLE X  
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

**ARTICLE XI  
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved the Board of Directors, proposed by them to the Stockholders and approved at a meeting of the Stockholders by two-thirds of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**IN WITNESS WHEREOF**, the undersigned Subscriber has executed these Articles of Incorporation on this 28 day of February, 2006.

  
\_\_\_\_\_  
**CAROL M. MESSMAN-HALE** Incorporator

STATE OF FLORIDA        }  
COUNTY OF MIAMI-DADE    }

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared CAROL M. MESSMAN-HALE known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and who has produced driver's license as identification and who did take an oath and acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 28 day of February, 2006.



Notary Public:

A handwritten signature in cursive script, appearing to read 'Renee M. Hazien', written over a horizontal line.

RENEE M. HAZIEN

State of Florida at Large

My Commission Expires: (Seal)

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST- that , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8251 SW 181 Terrace, Village of Palmetto Bay, FL 33157 has named CAROL MESSMAN-HALE located at 8251 SW 181 Terrace, Village of Palmetto Bay, FL 33157 as it agent to accept service of process within the State of Florida.

SIGNATURE: Carol Messman-Hale  
CAROL MESSMAN-HALE

TITLE: Incorporator

DATE: February, 28, 2006

**ACCEPTANCE**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: Carol Messman-Hale  
CAROL MESSMAN- HALE

TITLE: REGISTERED AGENT

DATE: February 28, 2006

FILED  
06 MAR 13 AM 7:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA