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NAME: TROPICAL WHOLESALERS, INC.
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
TROPICAL WHOLESALERS, INC.**

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: **TROPICAL WHOLESALERS, INC.**

ARTICLE II

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation by and with the Department of State.

ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue one hundred shares of stock at \$5.00 par value which shall be designated as common stock.

ARTICLE V

The street address of the initial principal office of the corporation is 3070 S.W. 38th Avenue, Miami, Florida, 33146.

ARTICLE VI

The name and address of the corporation's Registered Agent is SAMUEL SPENCER BLUM, Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133.

ARTICLE VII

The corporation shall have two directors initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The name and address of the initial directors of this corporation are:

Florida Bar No. 273430

- Page 1 -

Prepared by:
Samuel Spencer Blum, Esquire
Suite 106
2666 Tigertail Avenue
Coconut Grove, Florida 33133
305/854-1885

Samuel Spencer Blum

ATTORNEY AT LAW

L COCONUT GROVE, FLORIDA 33133 TELEPHONE (305) 854-1885 TELEFAX (305) 854-3314

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MANUEL F. VERGARA, JR.
6435 SW 94 Street
Miami, Florida 33156

BEATRIZ VERGARA
6435 SW 94 Street
Miami, Florida 33156

ARTICLE VIII

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

ARTICLE IX

The name and address of the Incorporator is:

MANUEL F. VERGARA, JR.
6435 SW 94 Street
Miami, Florida 33156

ARTICLE X

The corporation shall indemnify the officers or directors or any former officer or director to the full extent permitted by law.

ARTICLE XI

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

- Page 2 -

Samuel Spencer Blum
ATTORNEY AT LAW

2560 THEFTAIL AVENUE, SUITE 108 COCONUT GROVE, FLORIDA 33133 TELEPHONE (305) 854-1005 TELEFAX (305) 854-3344

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 18th day of January, 1995.


MANUEL F. VERGARA, JR., Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) ss.

The foregoing Instrument was acknowledged before me this 18th day of January, 1995, by MANUEL F. VERGARA, JR., personally known to me or who has produced Florida Driver's License as identification.

Print Notary's Name: BEATRIZ DEL PORTILLO
commission number: 11880
commission expiration date: FEB 25, 1996


Notary Public
State of Florida at Large

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Samuel Spencer Blum


ATTORNEY AT LAW

2608 TIGER TAIL AVENUE, SUITE 101, COCONUT GROVE, FLORIDA 33133 TELEPHONE (305) 854-1848 TELEFAX (305) 854-3314

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MANUEL F. VERGARA, JR., Incorporator


SAMUEL SPENCER BLUM, Esq.

Prepared by:
Samuel Spencer Blum, Esquire
Suite 106
2666 Tigertail Avenue
Coconut Grove, Florida 33133
305/854-1885

Samuel Spencer Blum

7566 TIGERTAIL AVENUE SUITE 106, COCONUT GROVE, FLORIDA 33009 TELEPHONE: (305) 854-1583 TELEFAX: (305) 854-3244

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