

P95000012503

13773 Southwest 9th Street
Miami, Florida 33184
January 30, 1995

FILED
95 FEB 13 PM 3:11
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
P. O. Box 6327
Tallahassee, Florida 32314

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-02/14/95--01041--017
****122.50 ****122.50

Re: Tropics Management Group, Inc.

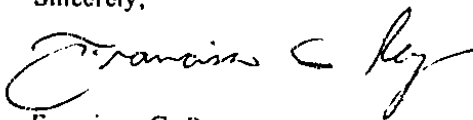
Dear Sir/Madam:

I have enclosed for filing an original and one copy of the Articles of Incorporation of the above-referenced corporation, together with a check payable to the Secretary of State in the amount of \$122.50, representing the payment of the following fees and charges in connection therewith: \$35.00 for filing the Articles of Incorporation, \$35.00 for the Designation of a Registered Agent, and \$52.50 for a certified copy of the Articles of Incorporation.

Please return the certified copies of the Articles of Incorporation to the above address.

If you require any further information, call me at (305) 554-9491. Thank you for your assistance in this matter.

Sincerely,



Francisco G. Rey

Enclosures.

ARTICLES OF INCORPORATION
OF
TROPICS MANAGEMENT GROUP, INC.

FILED
1958 FEB 13 PM 3:10
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this Corporation is Tropics Management Group, Inc.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- To conduct any and all business activities permitted by the laws of the State of Florida.
- To generally have and exercise all powers, rights and privileges necessary and incident to effecting the objects mentioned herein.
- To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinabove enumerated or incidental to the value of the property of the Corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.05 par value common stock, which shall be designated "Common Shares."

ARTICLE V

PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 13773 Southwest 9th Street, Miami, Florida 33184, or such other location as the Board of Directors may designate from time to time.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2166 Northwest 191st Avenue, Pembroke Pines, Florida 33029 and the name of the initial registered agent of this Corporation at that address is Jerry Leigh Stokes, Jr

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Francisco G. Rey
13773 Southwest 9th Street
Miami, Florida 33184

Alejandro Macau
9682 Fontainebleau Boulevard, Unit 403
Miami, Florida 33172

ARTICLE VIII

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two, three or four classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto is expressly reserved by the Corporation and any right conferred upon the shareholders is subject to this reservation. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles

of Incorporation when duly proposed and approved by the holders of not less than a majority of the outstanding common stock. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation as provided in the By-Laws.

ARTICLE X

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XII

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, officers, employees or agents or former Directors, officers, employees or agents or any person or persons who may have served at its request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIII

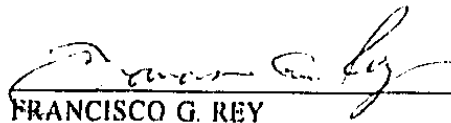
INCORPORATORS

The names and addresses of the persons signing these Articles are:

Francisco G. Rey
13773 Southwest 9th Street
Miami, Florida 33184

Alejandro Macau
9682 Fontainebleau Boulevard, Unit 403
Miami, Florida 33172

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this
30th day of January, 1995.


FRANCISCO G. REY

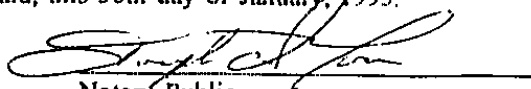

ALEJANDRO MACAU

ACKNOWLEDGEMENT

STATE OF FLORIDA) ss:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Francisco G. Rey and Alejandro Macau, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of January, 1995.


Notary Public
State of Florida at Large




OFFICIAL SEAL
JOSEPH A. NOA
My Commission Expires
Jan. 5, 1997
Comm. No. CC 250150

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:
That Tropics Management Group, Inc., desiring to organize under the laws of the State of Florida with its
initial registered office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade,
State of Florida, has named Jerry Leigh Stokes, Jr. located at 2166 Northwest 191st Avenue, City of
Pembroke Pines, County of Broward, State of Florida, as its agent to accept service of process within this
State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation at place designated in this
Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act
relative to keeping open said office.



JERRY LEIGH STOKES, JR.
Registered Agent