

**THE LAW OFFICES OF
GERALD W. PLETAN**

January 23, 1995

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: TROPIX STUDIOS, INC.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the corporation referenced above, along with two copies and a check in the amount of \$122.50. Please execute the Articles of Incorporation and return the appropriate copy to this office.

If you should have any questions concerning this matter, please do not hesitate to contact this office. Your cooperation is greatly appreciated.

Sincerely,



Gerald W. Pletan, Esquire

GWP/tln

Enclosures

RECEIVED - SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
95 MAR 20 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR 21 1995

ARTICLES OF INCORPORATION
OF
TROPIX STUDIOS, INC.

FILED
95 MAR 20 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the Incorporator(s)
form a corporation under Florida law.

ARTICLE I
NAME AND ADDRESS

The name of this corporation is: TROPIX STUDIOS, INC., with
its principal place of business:
131 Point Pleasant, Key Largo, Florida 33037.

ARTICLE II
PURPOSE

The purpose for which this corporation is organized is
to conduct any and all business for any and all purposes
permitted under the laws of the United States of America and
the State of Florida.

ARTICLE III
CAPITAL STOCK

The amount of the capital stock which the corporation
shall have authority to issue is 7500 shares of common stock
with a par value of \$1.00 per share.

ARTICLE IV
DURATION

This corporation shall exist perpetually.

ARTICLE V

OFFICERS

(a) The affairs of this corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers serve until the next annual meeting of the Board of Directors unless removed earlier in accordance with the bylaws.

(b) The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

PRESIDENT

JOHN BENWARE

VICE PRESIDENT/SECRETARY

KERRY CRESSMAN

ARTICLE VI

DIRECTORS

The corporation shall have two (2) directors initially. The number of directors shall be prescribed in the bylaws from time to time as adopted by the members. The names and addresses of the director(s) who shall serve until the first election, are:

NAME	ADDRESS
JOHN BENWARE	12 Tina Place Key Largo, Florida 33037
KERRY CRESSMAN	131 Point Pleasant Key Largo, Florida 33037

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: TERESA NELSON, 278 Gardenia Street, Tavernier, Florida 33070.

ARTICLE VIII

BYLAWS

The bylaws of the corporation shall be adopted by the Board of Directors.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The initial resident agent for this corporation shall be: TERESA NELSON, 278 Gardenia Street, Tavernier, Florida 33070.

ARTICLE X

AMENDMENTS

An amendment to these articles may be proposed by the Board of Directors and shall be adopted by the Board of Directors by the affirmative vote of at least two thirds of the Directors present and voting at a meeting at which a quorum is present.

IN WITNESS WHEREOF, the undersigned being the Incorporator has executed these Articles of Incorporation this _____ day of January, 1995.

[Signature]

SUBSCRIBER/TERESA NELSON

STATE OF FLORIDA COUNTY OF MONROE

SWORN TO AND SUBSCRIBED before me this 27 day of January, 1995, by TERESA NELSON, an individual personally known to me, or who provided _____ as identification.



[Signature]
Notary Public
Printed name _____
Commission # _____
My Commission Expires: _____

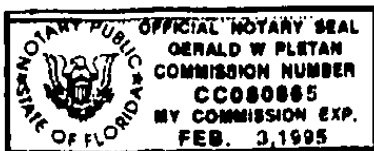
AFFIDAVIT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

[Signature]
TERESA NELSON

STATE OF FLORIDA COUNTY OF MONROE

SWORN TO AND SUBSCRIBED before me this 27 day of January, 1995, by TERESA NELSON, an individual personally known to me, or who provided _____ as identification.



[Signature]
Notary Public
Printed name _____
Commission # _____
My Commission Expires: _____