

P95000022417

Tropical Woodworks, Inc.  
2397 N.E. 171st St.  
N. Miami Beach, Fl. 33160

March 3, 1995

Department of State  
Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

EFFECTIVE DATE  
3-3-95

FILED  
SS MAR 10 AM 7:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

200001425662  
-03/10/95--01010--001  
\*\*\*122.50 \*\*\*122.50

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of Tropical Woodworks, Inc.

Also find a check made payable to the Secretary of State in the amount of \$ 122.50 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as Tropical Woodworks, Inc. is appreciated.

Respectfully,

Michael Trani

Michael Trani

REGISTER MAR 13 1995  
789,634,619,706,671  
W95-5458



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 13, 1995

MICHAEL TRANI  
2397 NE 171ST ST  
N MIAMI BEACH, FL 33160

SUBJECT: TROPICAL WOODWORKS, INC.  
Ref. Number: W95000005458

We have received your document for TROPICAL WOODWORKS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 595A00010997

DIX/ HAN - WORKING WKS  
S. B. MORTHAM - SECRETARY OF STATE

EFFECTIVE DATE  
3-3-95

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is:

TROPICAL WOODWORKS, INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time shall be five hundred (500) shares of common stock at a par value of One Dollar (\$1.00) per share.

ARTICLE IV

This Corporation shall begin business with a capital of not less than Five Hundred (500) Dollars.

ARTICLE V

The existence of this Corporation shall commence on the date of subscription and acknowledgement of these Articles of Incorporation and shall be perpetual thereafter.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) and not more than seven (7) directors, the exact number of directors to be fixed by the By-Laws of this Corporation.

ARTICLE VII

The names and post office addresses of the members of the first Board of Directors, who, unless otherwise provided by the By-Laws of this Corporation, shall hold office for the first year of existence of the Corporation, or until their successors are elected or appointed, and have qualified, are as follows:

Michael Trani                      President/Director  
2397 N.E. 171st St.  
N. Miami Beach, Fl. 33160

#### ARTICLE VIII

The names and post office addresses of each subscriber of the Articles of Incorporation are as follows:

Michael Trani  
2397 N.E. 171st St.  
N. Miami Beach, Fl. 33160

# of shares: 500

Amount paid: \$ 500.00

#### ARTICLE IX

The Corporation and its stockholders, or the stockholders of the corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the corporation or the stockholders, or both, the option of first refusal or mandatory purchase in the event any stockholder desires to transfer assign, encumber or pledge, his stock, with or without a consideration. Any such agreement may include such restrictions during the lifetime of any stockholder. Nothing contained in these Articles of Incorporation or the By-laws of the corporation shall be construed as authorizing a transfer of such stock upon the books of the corporation in violation of any such agreement.

#### ARTICLE X

The Board of Directors is authorized, in its discretion, to fix, determine and vary the amount of profits or surplus of the corporation to be reserved as working capital or for any other purpose, and to determine what amount of funds of the corporation, if any, may be expediently used in its business or declared in dividends to shareholders. In the event that the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation: provided, however, that in any such case the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract or transaction. No director or directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. Provided, also, that such contract or transaction shall, at the time of which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at that time, were fair.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE XI

Each, director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view to curtailment of cost of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty, as such director or officer. Such right or indemnification shall not be exclusive of any other rights to which a director or officer may be entitled under any regulations, agreement, vote of shareholders, or to which he may be entitled as a matter of law, and the foregoing rights of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

#### ARTICLE XII

Pursuant to Florida Statute 607.034, the registered officer and registered agent of the corporation shall be:

*PRINCIPAL address*  
*REGISTERED OFFICE address* Michael Trani  
2397 N.E. 171st St.  
N. Miami Beach, Fl. 33160  
**SAME**

Said registered agent, by signing these Articles of Incorporation agrees to act in such capacity and to comply with the provisions of Chapter 607 of the Florida Statutes.

Executed this 3RD day of MARCH, 1995

I MICHAEL TRANI hereby accept the duties and responsibilities of Registered Agent for said corporation.

Michael Trani  
AGENT & INCORPORATOR