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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (904) 922-4000 FAX: (305) 541-3770

(((H95000006242))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TROPICAL PASSIONS, INC.
FAX AUDIT NUMBER: H95000000242 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/06/1995 TIME REQUESTED: 09:27:35
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TROPICAL PASSIONS, INC.

H9500006242

ARTICLE I
CORPORATE NAME

The name of the Corporation is: TROPICAL PASSIONS, INC.

ARTICLE II

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

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V
INDEMNIFICATION

The Corporation shall indemnify any officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

MICHAEL A. VANDETTY, ESQUIRE
FLORIDA BAR NO.: 315273
LAW OFFICES OF SHAPIRO AND
ASSOCIATES, P.A.
VENTURE CENTRE
16853 N.E. 2ND AVENUE, STE. 304
NORTH MIAMI BEACH, FL 33162

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ARTICLE VI

**INITIAL REGISTERED AGENT AND
INITIAL REGISTERED AND PRINCIPAL OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT: MICHAEL A. VANDETTY
 INITIAL REGISTERED OFFICE: 18853 N.E. 2ND AVENUE, STE. 034
 NORTH MIAMI BEACH, FLORIDA 33182

INITIAL PRINCIPAL OFFICE OF CORPORATION: 19101 N.E. 18TH AVENUE
 NORTH MIAMI BEACH, FLORIDA 33179

**ACKNOWLEDGEMENT AND CONSENT
OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


MICHAEL A. VANDETTY
REGISTERED AGENT

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation is/are two (2).

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ARTICLE VIII

The names and addresses of the initial members of the Board of Directors is:

OLIVE FARRELL
PRESIDENT
SECRETARY
TREASURER
19101 N.E. 18TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33170

ROGER FARRELL
VICE PRESIDENT
19101 N.E. 18TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33170

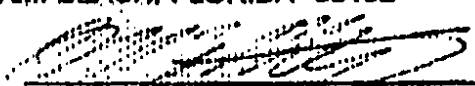
ARTICLE IX

INITIAL DIRECTORS

The names and addresses of the Incorporator executing these Articles of Incorporation is/are:

INCORPORATOR: MICHAEL A. VANDETTY

ADDRESSES: 16853 N.E. 2ND AVENUE, STE. 304
NORTH MIAMI BEACH, FLORIDA 33162


MICHAEL A. VANDETTY,
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a notary public, duly-authorized in the State and County above-named to take acknowledgements, personally appeared MICHAEL A. VANDETTY, to be known to be the person described as the Incorporator, and who executed the foregoing Articles of Incorporation.

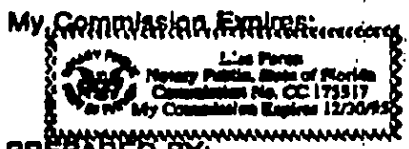
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The foregoing instrument was acknowledged before me this 2nd day of JUNE, 1995, by MICHAEL A. VANDETTY, who is personally known to me or who has produced _____ as identification and who did take an oath.

Lisa Perez
NAME OF ACKNOWLEDGER; TYPED, PRINTED OR STAMPED

Lisa Perez
NOTARY PUBLIC, STATE OF FLORIDA



PREPARED BY:
MICHAEL A. VANDETTY, ESQUIRE
FLORIDA BAR NO.: 315273
LAW OFFICES OF SHAPIRO AND ASSOCIATES, P.A.
VENTURE CENTRE
16853 N.E. 2ND AVENUE, STE. 304
NORTH MIAMI BEACH, FL 33162
(305) 652-3889 DADE

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TALLAHASSEE, FLORIDA

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PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000043698

1 Corporation Name

TROPICAL PASSIONS, INC.

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96 OCT 11 AM 9:47
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TALLAHASSEE, FLORIDA

Principal Place of Business

10101 N.E. 18TH AVENUE
NORTH MIAMI BEACH FL 33179

Mailing Address

19101 N.E. 18TH AVENUE
NORTH MIAMI BEACH FL 33179

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, If Applicable

3. New Mailing Office Address, If Applicable

4. Date Incorporated or Qualified To Do Business in Florida

06/07/1995

5. FEI Number

Applied For
 Not Applicable

6. CERTIFICATE OF STATUS DESIRED

SB 75 Additional Fee...
See instructions on back of form.

10/11

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
PSTD	FARRELL OLIVE Deceased Aug. 16, 1995	19101 N.E. 18TH AVE.	NORTH MIAMI BEACH FL 33179
VD	FARRELL, ROGER	19101 N.E. 18TH AVE.	NORTH MIAMI BEACH FL 33179
PST	FARRELL ROGER	19101 NE 18th. Ave.	North Miami Beach, FL. 33179
			300001983553--4 -10/23/96--01019--007 ****375.00 ****375.00

8. Name and Address of Current Registered Agent

VANDETTY, MICHAEL A
18853 N.E. 2ND AVE.
SUITE 34
NORTH MIAMI BEACH FL 33182

9. Name and Address of New Registered Agent

Name: FARRELL, ROGER
Street Address (P.O. Box Number is Not Acceptable): 19101 NE 18th. Ave.
Suite, Apt. #, Etc.:
City: No. Miami Beach State: FL Zip Code: 33179

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent

Robert Farrell
REGISTERED AGENT MUST SIGN

Date 10-9-96

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

(See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

Robert Farrell
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

10-9-96

Date

Daytime Phone #

CREBA9 (7/96)