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((H95000007199))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TROPIC-JAZZ INTERNATIONAL, INC.
FAX AUDIT NUMBER: H95000007199 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA

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JUN-28-1995 10:50 FROM EMPIRE TO DIV CORP ELT F1 P.01

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ARTICLES OF INCORPORATION OF
TROPIC-JAZZ INTERNATIONAL, INC.

ARTICLE I.
NAME

The name of the Corporation shall be: **TROPIC-JAZZ INTERNATIONAL, INC.** The principal place of business of this Corporation shall be:

Trade Centre South, #930
100 Cypress Creek Road
Ft. Lauderdale, Florida 33309

ARTICLE II.
DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III.
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV.
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock which shall be designated "Common Stock".

Prepared By:

Severly L. Vocal, Esq.
Trade Centre South, Suite 930
100 West Cypress Creek Road
Ft. Lauderdale, FL 33309
Florida Bar #223713
(305) 771-6210

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**ARTICLE V.
ADDRESS**

The street address of the initial Registered Office of the Corporation shall be 100 West Cypress Creek Road, Suite 930, Ft. Lauderdale, Florida 33309. The name of the initial Registered Agent of the Corporation at that address is: Mary Ann Rizzo

**ARTICLE VI.
DIRECTOR**

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is:

Bruce Davidow
Trade Centre South, Suite 930
100 West Cypress Creek Road
Fort Lauderdale, Florida 33309

The name and street address of the Incorporator of these Articles of Incorporation is:

Bruce Davidow
Trade Centre South, Suite 930
100 West Cypress Creek Road
Fort Lauderdale, Florida 33309

**ARTICLE VII.
RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

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ARTICLE VIII.
BY-LAWS

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

ARTICLE IX.
POWERS

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

ARTICLE X.
INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, of any former Officer or Director, to the full extent permitted by law.

ARTICLE XI.
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of June, 1995.



Bruce Davidow

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STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Bruce Davidow, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 28 day of June, 1995.

Paul J. Schlegel
NOTARY PUBLIC

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|--|
| OFFICIAL NOTARY SEAL PAUL J. SCHLEGEL NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC405977 MY COMMISSION EXP. SEPT 8, 1998 |
|--|

TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:

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ACCEPTANCE OF REGISTERED AGENT OF TROPIC-JASS INTERNATIONAL, INC.

Having been named to accept service of process for the above-stated Corporation and the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.

Mary Ann Rizzo

By:

Mary Ann Rizzo
Mary Ann Rizzo

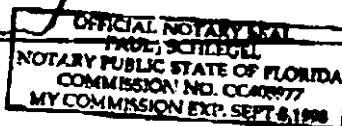
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Mary Ann Rizzo, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 28 day of June, 1995.

Randy H. Hays
NOTARY PUBLIC



TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:

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AHASSEE, FLORIDA

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