

P95000062721

To whom it may concern:

Please find enclosed

EFFECTIVE DATE  
8-9-95

Articles of Incorporation for  
Tropical of Miami, Inc to be filed  
with the Dept. of Corporations  
and our check for \$122.50 as  
filing fee.

⑆00001558474  
-08/14/95--01037--003  
⑆⑆⑆⑆122.50 ⑆⑆⑆⑆122.50

Thank you.

Maria A. Torrado

305-554-1174

221-SW - 17th Ave.

Miami, Florida

AUG 15 1995 BSB

RECEIVED  
FEDERAL RESERVE BANK  
MILWAUKEE, WISCONSIN  
195 AUG 10 AM 9:06

ARTICLES OF INCORPORATION OF  
TROPICAL OF MIAMI, INC.

FILED  
95 AUG 14 AM 9:06

STATE OF FLORIDA  
DEPARTMENT OF STATE

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

RECEIVED DATE  
8/14/95

ARTICLE I - NAME

The name of the corporation is TROPICAL OF MIAMI, INC.

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business or mailing address of the Corporation shall be 221 S.W. 123rd Avenue, Miami, FL 33184.

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - AUTHORIZED SHARES

(a) Number: The corporation is authorized to issue One Hundred (100) shares of common stock having a part value of \$1.00 each.

(b) Pre-emptive Rights: Shareholders shall have preemptive rights. Shareholders shall have preemptive rights.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 221 S.W. 123rd Avenue, Miami, FL 33184

and the name of the initial registered agent of this corporation at that address is Maria A. Torviso.

**ARTICLE VII - DIRECTORS**

All corporate power shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial members of the Board of Directors are:

Maria A. Torviso	221 S.W. 123rd Avenue Miami, FL 33184
Amarilya Rabelo	1038 S.W. 139th Place Miami, FL 33184

**ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

**ARTICLE IX - OFFICERS**

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Amarilya Rabelo, President  
1038 S.W. 139th Place  
Miami, FL 33184

Maria A. Torviso, Vice-President/Secretary/Treasurer  
221 S.W. 123rd Avenue  
Miami, FL 33184

**ARTICLE IX - INCORPORATOR**

The name and address of the Subscriber to these Articles is:

Maria A. Torviso	221 S.W. 123rd Avenue Miami, FL 33184
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Incorporation, and she did execute before me that she made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 9th day of August, 1995.

*Cristina Martinez*  
Notary Public State of Florida at  
Largo

My commission expires:

OFFICIAL NOTARY SEAL  
CRISTINA MARTINEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC4034  
MY COMMISSION EXPIRES JAN. 6, 1998