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JOANNE D. GULINO-SWITZER

5373 Stacy Street
West Palm Beach, FL 33417

Telephone (407) 615-6080

February 29, 1996

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

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***122.50 ***122.50

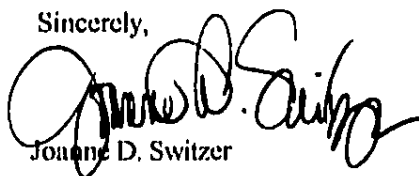
Re: Articles of Incorporation for: Tropical Daydream Ventures, Ltd., Inc.

Dear Sir/Madam:

Enclosed herewith please find my check number #240 in the amount of \$122.50 which represents payment for the filing of Articles of Incorporation, including certified copies, for the above-referenced company.

I thank you for your attention to this matter.

Sincerely,


Joanne D. Switzer

FILED
MAR 18 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JDS:pb
Enclosures

996A 9868

LTD

RECEIVED MAR 21 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1996

JOANNE D GULINO SWITZER
5373 STACY ST
WEST PALM BEACH, FL 33417

SUBJECT: TROPICAL DAYDREAM VENTURES LTD, INC.
Ref. Number: W96000004926

We have received your document for TROPICAL DAYDREAM VENTURES LTD, 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):

CANNOT USED LTD IN THE NAME.BUT YOU MAY USE LIMITED SPELLED OUT.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 996A00009868

JOANNE D. GULINO-SWITZER

8373 Stacy Street
West Palm Beach, FL 33417

Telephone (407) 616-8080

March 11, 1996

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

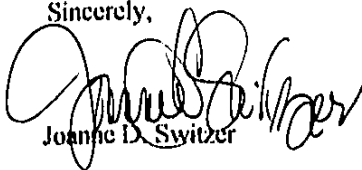
Re: Articles of Incorporation for: Tropical Daydream Ventures, Limited., Inc.
Reference Number: W96000004926

Dear Sir/Madam:

Please find enclosed our corrected articles of incorporation pursuant to your office's letter of March 6, 1996.

I thank you for your attention to this matter.

Sincerely,



Joanne D. Switzer

JDS:pb
Enclosures

ARTICLES OF INCORPORATION

-OF-

TROPICAL DAYDREAM VENTURES, LIMITED, INC

ARTICLE I - NAME

The name of the corporation is **TROPICAL DAYDREAM VENTURES, LIMITED,**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5373 Stacy Street, West Palm Beach, Florida 33417. The name of the initial registered agent of this corporation is Thomas E. Switzer.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but never be less than (2). The name and address of the initial directors of this corporation are:

JOANNE D. GULINO-SWITZER - 50 shares
5373 Stacy Street
West Palm Beach, FL 33417-5851

DAVID G. SPEIGNER -50 shares
5373 Stacy Street
West Palm Beach, FL 33417-5851

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these articles are: **JOANNE D. GULINO-SWITZER**, 5373 Stacy Street, West Palm Beach, FL 33417; and **DAVID G. SPEIGNER**, 5373 Stacy Street, West Palm Beach, FL 33417-5851.

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25 MAR 18 AM 9:10
TALLAHASSEE, FLORIDA

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-laws be vested in the Board of Directors.

ARTICLE IX - POWERS

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

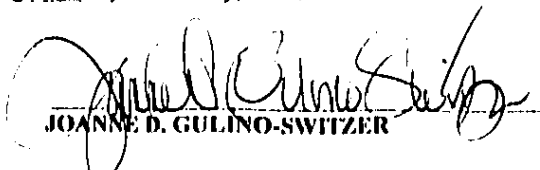
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify and officer or director, or 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, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

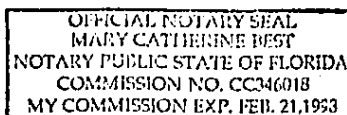
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of February, 1996.

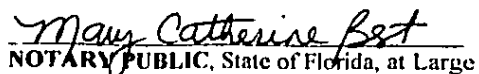

JOANNE D. GULINO-SWITZER


DAVID G. SPEIGNER

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED to before me this 28th day of February, 1996, who ~~is~~ are personally known to me ~~or who has produced~~ as identification and who ~~did~~ did not take an oath.




NOTARY PUBLIC, State of Florida, at Large

My Commission Expires:

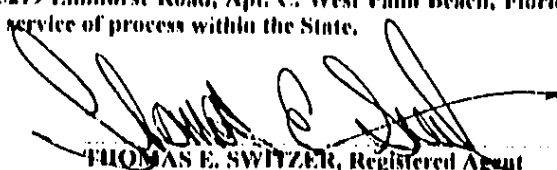
(SEAL)

DESIGNATION OF REGISTERED AGENT

(ATTACHED TO THE ARTICLES AND MADE A PART THEREOF)

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said incorporation to which this document is attached.

THAT TROPICAL DAYDREAM VENTURES, LIMITED, INC. desires to organize under the Laws of the State of Florida, with its registered offices as indicated in the Articles of Incorporation, in the City of West Palm Beach, Florida, County of Palm Beach, and has named THOMAS E. SWITZER, 5219 Elmhurst Road, Apt. C, West Palm Beach, Florida 33417-5851 as its Registered Agent to accept service of process within the State.


THOMAS E. SWITZER, Registered Agent

FILED
96 MAR 18 AM 9:10
TALLAHASSEE, FLORIDA