

Jose A. Yanez, P.A.
Attorney at Law
3191 Conch Way, Suite 107
Miami, FL 33145

OF Counsel
Luis O. Teal, P.A.
Margaret Julien, P.A.

Office: (305) 567-2971
Fax: (305) 444-6192

P96000047535
May 27, 1996

TO: Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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-05/30/96--01109--011
*****70.00 *****70.00

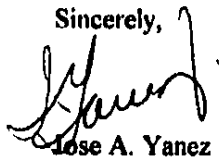
RE: Delirious Tropical Products

Enclosed please find the following:

- (1) The original articles of incorporation for Delirious Tropical Products, Inc.
- (2) Certificate of designation of registered agent.
- (3) Check in the amount of \$70.00.

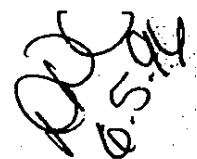
Thank you for your kind assistance.

Sincerely,


Jose A. Yanez

JAY/am

FILED
96 MAY 30 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
DELIRIOUS TROPICAL PRODUCTS, INC.**

FILED
96 MAY 30 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is **DELIRIOUS TROPICAL PRODUCTS, INC.**

ARTICLE TWO

The address of the initial principal place of business of the Corporation is 9961 N.W. 32nd Street, Miami, Florida 33172. The mailing address of the Corporation is 9961 N.W. 32nd Street, Miami, Florida 33172.

ARTICLE THREE

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 300, all of which shall be common shares with the par value of \$0.05 (five cents).

Shares of the corporation's stock and certificates shall be issued as follows: 100 shares to Maria J. Biascoechea and 100 shares to Marta Mendez.

ARTICLE FOUR

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the corporation's initial registered office is located at THE LAW OFFICES OF JOSE A. YANEZ, 3191 Coral Way, Suite 107, Miami, Florida 33145. The Corporation's initial registered agent at that office is Jose A. Yanez, Esq.

ARTICLE FIVE

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder of the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE SIX

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

ARTICLE SEVEN

The name and street address of the incorporator is as follows: Maria J. Biascoechea of 9961 N.W. 32nd Street, Miami, Florida 33172.

IN WITNESS WHEREFORE, the undersigned has executed these Articles of Incorporation this 23 day of May, 1996.


MARIA J. BIASCOECHEA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
REGISTERED OFFICE**

FILED
96 MAY 30 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the law of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

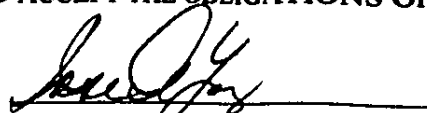
1. The name of the Corporation is **Delirious Tropical Products, Inc.**
2. The name and address of the registered agent and office of the Corporation is:

The Law Offices of Jose A. Yanez
3191 Coral Way, Suite 107
Miami, Florida 33145

Signed:


Maria J. Biascocchia

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Dated: May 23, 1996