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TALLAHASSEE, FLORIDA

10/09/96

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FROM: ACE INDUSTRIES, INC. ACCT#: 070744001530
CONTACT: LYNN FRIEDMAN
PHONE: (305)358-2571 FAX #: (305)358-7832

NAME: TROPICAL ISLAND OF KEY WEST INC.
AUDIT NUMBER.....H96000014235
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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10-04-1996 01121PM FROM PATIENCE ACCTG & TAX SERV TO 13053507032 P.03

HQ10-14235

ARTICLES OF INCORPORATION

OF

Tropical Island of Key West Inc

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

ARTICLE I - NAME

The name of the Corporation shall be:

Tropical Island of Key West Inc

ARTICLE II - PRINCIPAL OFFICE

The principal place of business shall be:

919 Duval Street
(Physical street address)

Key West, FL 33040
(City, State, and Zip Code)

The mailing address of the Corporation shall be:

120 Duval Street
(Street or P.O. Box)

Key West, FL 33040
(City, State, and Zip Code)

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TALLAHASSEE, FLORIDA

ARTICLE III - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 5,000 shares of common stock with a par value of \$1.00 per share. The Corporation plans to initially issue 500 shares, reserving the balance for subsequent issuance.

PREPARED BY
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33138
305-252-2571

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10-00-1900 10:02 305 350 7032 ACE INDUSTRIES/PRINTING,CORP KIT P.03
10-04-1996 01:22PM FROM PATIENCE ACCTO & TAX SERV TO 13053507032 P.04

H96-14235

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The following person shall serve as registered agent for the Corporation at the address stated:

Signature

120 Duval Street
(Street Address)

Roni Brani
Print or Type Name

Key West, FL 33040
(City, State, and Zip)

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

IN WITNESS WHEREOF, this is to certify that the undersigned incorporator, who shall also serve as initial director and registered agent, hereby makes, subscribes, acknowledges and files these Articles of Incorporation, in order to form a corporation under the laws of the State of Florida, and hereby accepts designation as registered agent.

Signature

Roni Brani
(Name)

INITIAL ADDRESS of
Corporation
and Incorporator

120 Duval Street
(Street Address)

Key West, FL 33040
(City, State, & Zip)

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10-00-1980 10:03 303 358 7832 ACE INDUSTRIES/PRINTING, CORP KIT P.64
10-01-1986 01:22PM FROM PATIENCE ACCTG & TAX SERV TO 13853587832 P.65

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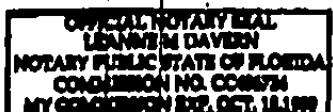
STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 4th day of October, 1986 by Roni Emani of Tropical Island of Key West Inc., a Florida Corporation, on behalf of the corporation. He/she is personally known to me and did not take an oath.

Leanne M. Davern
NOTARY PUBLIC, STATE OF FLORIDA

Leanne M. Davern
(TYPED OR PAINTED NAME)



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TOTAL P.65

10-09-1990 10104 309 358 7032 ACE INDUSTRIES/PRINTING, CORP KIT P.05
10-04-1996 01121PM FROM PATIENCE ACCTG & TAX SERV TO 13053587032 P.02

H96-14235

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Tropical Island of Key West, Inc
(must include suffix)

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ALLIANCE SEE, FLORIDA
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2. The name and address of the registered agent and office is:

Roni Brazil

(Name)

120 Duval Street

(Street address - P. O. Box not acceptable)

Key West, FL 33040

(City/State/Zip)

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.

(Signature)

10/04/96

(Date)

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