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904-222-0191 FAX

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P96000086786

ACCOUNT NO. : 072100000032

REFERENCE : 126910 101142A

AUTHORIZATION : *Teducia Pizich*

COST LIMIT : \$ 122.50

ORDER DATE : October 21, 1996

ORDER TIME : 1:0 PM

ORDER NO. : 126910-005

CUSTOMER NO: 101142A

CUSTOMER: Robert E. Wiggins, esq  
SLATER & WIGGINS

36402 U.S. Highway 19, North

Palm Harbor, FL 34684

DOMESTIC FILING

NAME: TROPICANA REALTY AND  
LEASING CORP., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED  
95 OCT 21 PM 4:05  
TALLAHASSEE, FLORIDA

*Dmc*  
10/21/96  
95 OCT 21 PM 4:12  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TROPICANA REALTY AND LEASING CORP., INC.

FILED

96 OCT 21 PM 4:05

TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is TROPICANA REALTY AND LEASING  
CORP. INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and mailing address is:

3450 Killdeer Place  
Palm Harbor, Florida 34685

ARTICLE III

TERM

The term of existence of this Corporation is perpetual.

ARTICLE IV

PURPOSE

This Corporation is organized to transact any and all lawful business for which  
corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE V**  
**CAPITAL STOCK**

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI**  
**DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation, who shall serve until his successors are elected and have qualified or until removed is as follows:

**NAME**

**ADDRESS**

DANIEL P. CARTER

3450 Killdeer Place  
Palm Harbor, Florida 34685

**ARTICLE VII**  
**OFFICERS**

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who

shall serve until their successors are designated by the Board of Directors, are as follows:

**OFFICE**

**NAME AND ADDRESS**

President  
Secretary  
Treasurer

Daniel P. Carter  
3450 Killdeer Place  
Palm Harbor, Florida 34685

**ARTICLE VIII**

**REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of this corporation is as follows:

ROBERT E. WIGGINS, ESQUIRE  
Oakdale Professional Center  
36402 U.S. Highway 19 N.  
Palm Harbor, Florida 34684

**ARTICLE IX**

**INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this Corporation, or by reason of his serving or having served

this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

#### ARTICLE X

##### BYLAWS

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### ARTICLE XI

##### AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares

entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII

SUBSCRIBER

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

NAME

Daniel P. Carter

ADDRESS

3450 Killdeer Place  
Palm Harbor, Florida 34685

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on this 17th day of October, 1996.

  
\_\_\_\_\_  
DANIEL P. CARTER

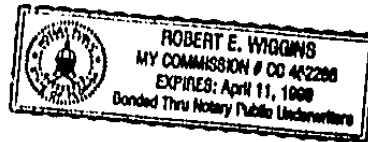
STATE OF FLORIDA )  
COUNTY OF PINELLAS )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DANIEL P. CARTER, who produced a valid Florida Drivers License/Identification Card and who executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this  
17th day of October, 1996.

*Robert E. Wiggins*

NOTARY PUBLIC - State of Florida  
My Commission Expires:



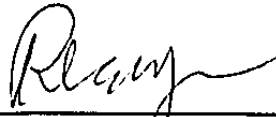
CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

FILED

96 OCT 21 PM 4:05

I, ROBERT E. WIGGINS, as Registered Agent for TROPICANA REALTY AND LEASING CORP. INC., do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at Oakdale Professional Center, 36402 U.S. Highway 19 N., Palm Harbor, Pinellas County, Florida, 34684, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: October 17, 1996



ROBERT E. WIGGINS  
Registered Agent