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CHARLES F. DECKER*
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December 4, 1996

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

Re: Neo-Tropical, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation as referenced above, together with a check in the amount of \$122.50, which represents your fee for filing of same.

Please upon doing so, return a copy of the Articles of Incorporation to me in the self addressed stamped envelope, which is enclosed and provided for your convenience.

Thanking you in advance for your anticipated cooperation, I am,

Very truly yours,

LAW OFFICES OF CHARLES F. DECKER

3/ Charles F. Decker

Charles F. Decker

CFD/amw
enclosures

SIGNED IN HIS ABSENCE
TO AVOID DELAY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -6 PM 12:05

12/10/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

NEO-TROPICAL NEON, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation, Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is Neo-Tropical Neon, Inc.

ARTICLE II. DURATION

The corporation shall exist perpetually commencing on the date of the filing of these Articles.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business for this corporation will be 12582 Capri Circle South, Treasure Island, Florida, 33706.

ARTICLE IV. PURPOSE

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

ARTICLE V. CAPITAL STOCK

The corporation is authorized to issue 100 common shares of One Dollar (\$1.00) par value stock.

ARTICLE VI. PREEMPTIVE RIGHTS GRANTED

Every shareholder, upon the sale for cash by this corporation

of any new capital stock of the same kind, class or series as that which he or she already holds, shall have the preemptive right to purchase his or her prorata share thereof (as nearly as may be done without the issuance of fractional shares).

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation are: Charles F. Decker, Esquire, 10209B Gulf Boulevard, Treasure Island, Florida 33706.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the ByLaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Patrick Ulrich
12582 Capri Circle South
Treasure Island, Florida, 33706

Marlon Jenkins
6900 11th Avenue North
St. Petersburg, Florida 33710

ARTICLE IX. CUMULATIVE VOTING

At the election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares or by distributing the votes on the same principle among any number of candidates.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

Shares held or acquired by the shareholders of the corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold; shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE XI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Patrick Ulrich and Marlon Jenkins.

ARTICLE XII. INDEMNIFICATION

This corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

ARTICLE XIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned incorporators have executed these Articles of Incorporation on this 4th day of December, 1996.

Sign: Patrick Ulrich
Print Name: Patrick Ulrich

Sign: Marlon Jenkins
Print Name: Marlon Jenkins

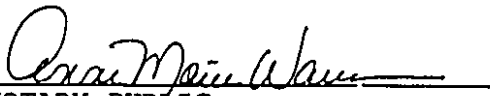
STATE OF FLORIDA
COUNTY OF PINELLA:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC -6 PM 12:05

Before me, a notary public authorized to take acknowledgments in Pinellas County, Florida, personally appeared Patrick Ulrich and Marlon Jenkins, to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed such instrument.

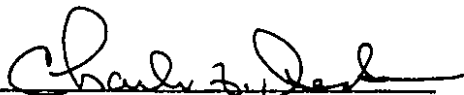
IN WITNESS WHEREOF, I set my hand and seal this 4th day of December, 1996.


NOTARY PUBLIC
Print Name: Anne Marie Warren
My Commission Expires:
SEAL



ACCEPTANCE OF REGISTERED AGENT

I HEREBY AGREE as registered agent to accept service of process for the above-named corporation and to comply with the applicable provisions of Florida law relative to office hours and the posting of registered agent names.

Sign: 
Print Name: Charles F. Decker