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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA
CONTACT: JULIO C EXQUIVEL
PHONE: (813)977-5203

ACCT#: 105404002242

FAX #: (813)632-2797

NAME: TROPICAL PARADISE OF THE FLORIDA KEYS, INC.

AUDIT NUMBER.....H96000017490

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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Articles of Incorporation
of
Tropical Paradise of the Florida Keys, Inc.

Article I. Name

The name of this Florida corporation is:
Tropical Paradise of the Florida Keys, Inc.

Article II. Address

The mailing address of the Corporation is:
Tropical Paradise of the Florida Keys, Inc.
446 Crotton Lane
Big Pine Key FL 33043

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Marcey Davis
Jim Davis

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective December 13, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on December 13, 1996

Corporate Creations

By: 

Julio C. Esquivel President

H96000017490

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203

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

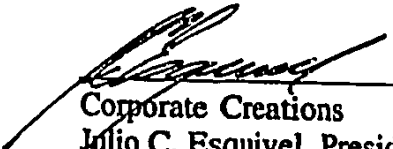
CORPORATION:

Tropical Paradise of the Florida Keys, Inc.

REGISTERED AGENT:

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Corporate Creations
Julio C. Esquivel, President

Date: December 13, 1996

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