

P 96000 10 33 92

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December 16, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

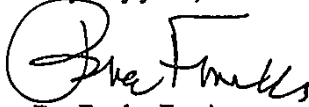
RE: Tropical Gardens Bed & Breakfast, Inc.

Dear sir or madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$122.50, for the filing fee and a certified copy for the above new corporation.

Please return the copies to my office at the address on this letterhead.

Very truly yours,


Rae Franks, Esquire

RF
Enclosure
cc: Client

FILED
96 DEC 20 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ON DEC 26 1996

FILED
96 DEC 20 PM 12:26
SEC. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
TROPICAL GARDENS BED & BREAKFAST, INC.**

ARTICLE I -- NAME

The name of the Corporation is **TROPICAL GARDENS BED & BREAKFAST, INC.**

ARTICLE II -- COMMENCEMENT AND DURATION

This corporation is to commence its corporate existence on the date of the filing of these articles of incorporation, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III -- PURPOSE

This corporation is formed to engage in any and every lawful business purpose.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1000 shares of stock at One Dollar (\$1.00) par value non-assessable stock.

ARTICLE V -- AMENDMENTS

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

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The corporation shall have not less than TWO (2) directors, in accordance with the By-Laws. The name and address of the initial Directors of this Corporation are:

EMIL J. SCIPIONI
and ROBERT ROSARIO

419 - 32nd Street, West Palm Beach, Florida 33407.

ARTICLE VII- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 419 32nd Street, West Palm Beach, Florida 33407. The name of the initial Registered Agent of this Corporation is

EMIL J. SCIPIONI

ARTICLE VIII -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address is the same as the registered office.

ARTICLE IX-- INCORPORATORS/SUBSCRIBERS

The names of the persons signing these Articles of Incorporation are:

EMIL J. SCIPIONI
ROBERT ROSARIO

ARTICLE X -- INDEMNIFICATION

The corporation shall indemnify any person as recited in Florida Statutes 607, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 10th day of December, 1996.



EMIL J. SCIPIONI

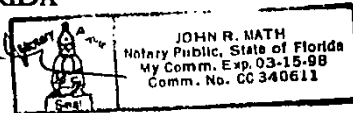
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared EMIL J. SCIPIONI, who is personally known to me, who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed. The following identification was produced: _____ and Affiant did take an oath.

WITNESS my hand and seal this 10th day of December, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

John R Math
(PRINT/TYPE NAME OF NOTARY)



MY COMMISSION EXPIRES:

3/15/98


ROBERT ROSARIO

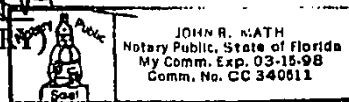
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared ROBERT ROSARIO who is personally known to me, who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed. The following identification was produced: _____. Affiant did take an oath.

WITNESS my hand and seal this 03 day of December, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

John R Math
(PRINT/TYPE NAME OF NOTARY)



MY COMMISSION EXPIRES:

3/15/98

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

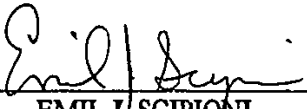
STATE OF FLORIDA
COUNTY OF PALM BEACH

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

That TROPICAL GARDENS BED & BREAKFAST, INC., desiring to organize under the laws of
the State of Florida, has named EMIL J. SCIPIONI, 419 32nd Street, West Palm Beach, Florida
33407, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place
designated in this certificate, I hereby accept to act to this capacity, and agree to comply with the
provisions of said act relative to keeping open said office.



EMIL J. SCIPIONI

DATE: 12/10/96

BEFORE ME, a Notary Public, personally appeared EMIL J. SCIPIONI, who is personally known
to me, who, after being duly sworn, acknowledged that he executed the foregoing Certificate for the
purposes herein expressed. The following identification was produced: _____
Affiant did take an oath.

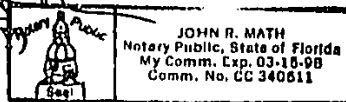
WITNESS my hand and seal this 10th day of December, 1996.



NOTARY PUBLIC, STATE OF FLORIDA

John R. Math
(PRINT/TYPE NAME OF NOTARY)

MY COMMISSION EXPIRES: 3/15/98



FILED
96 DEC 20 PM 12:26
TALLAHASSEE, FLORIDA