

P97000001948
TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

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-01/03/97--01082--014
*****70.00 *****70.00

SUBJECT : ENGEL TROPICAL, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND OUR
CHECK FOR \$ 70.00

FROM : WILHELM ENGEL
2926 S.W. SANTA BARBARA PLACE
CAPE CORAL, FLORIDA 33914
941-574-4855

FILED
97 JAN -2 AM 10:10
CLERK OF STATE
TALLAHASSEE, FLORIDA

NOTE* PLEASE CALL US IF THE NAME WE HAVE CHOSEN FOR THE CORPORATION
IS ALREADY TAKEN SO WE CAN GIVE YOU ANOTHER ONE. CALL WILHELM ENGEL
AT 941-574-4855 AND THANK YOU.

R CHESLER JAN 9 1997

ARTICLES OF INCORPORATION

OF

ENGEL'S TROPICAL, INC.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE :
ENGEL'S TROPICAL, INC.

FILED
97 JAN -2 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. COMMENCEMENT & DURATION

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

ARTICLE III. PURPOSE

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF REAL ESTATE AND ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE IV. CAPITAL STOCK

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE 100 PAR VALUE SHARES OF COMMON CAPITAL STOCK.

ARTICLE V. PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, OR SERIES, AS THAT WHICH THE SHAREHOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

ARTICLE VI. TRANSFER RESTRICTIONS

NO SHARE HOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION, WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT THE NET ASSET VALUE THEREOF. SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGISTERED OR CERTIFIED MAIL TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPEN FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS FROM THE DATE OF MAILING. IF THIS CORPORATION FAILS OR REFUSES, WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURCHASE OF SUCH SHARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDER'S DEATH, ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND :

" THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE. "

ARTICLE VII. INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE (2 TWO). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE :

WILHELM ENGEL 2926 S.W. SANTA BARBARA PLACE, CAPE CORAL, FLORIDA 33914
INGE ENGEL 2926 S.W. SANTA BARBARA PLACE, CAPE CORAL, FLORIDA 33914

ARTICLE VIII. INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE :

2926 S.W. SANTA BARBARA PLACE, CAPE CORAL, FLORIDA 33914

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE :

WILHELM ENGEL

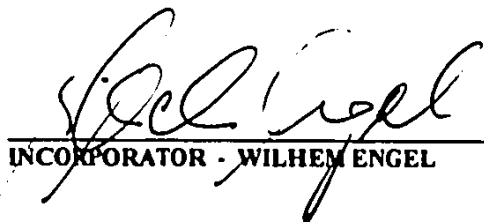
ARTICLE X. INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS:

WILHELM ENGEL 2926 S.W. SANTA BARBARA PLACE, CAPE CORAL, FLORIDA 33914

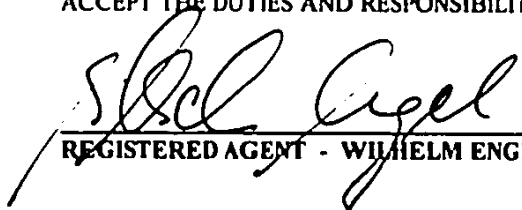
ARTICLE XI. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION.



INCORPORATOR - WILHELM ENGEL

I HEREBY ACCEPT MY DESIGNATION AS REGISTERED AGENT AND AGREE TO SERVE AS THE REGISTERED AGENT OF ENGEL'S TROPICAL, INC.. I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR ENGEL'S TROPICAL, INC..



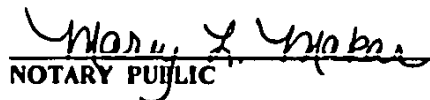
REGISTERED AGENT - WILHELM ENGEL

STATE OF FLORIDA

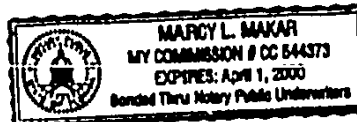
COUNTY OF LEE

FILED
97 JAN -2 AM 10:10
TALLAHASSEE, FLORIDA

ON December 30th 1996, WILHELM ENGEL, DESIGNATED ABOVE AS THE INDIVIDUAL WHO SHALL SERVE AS THE CORPORATION'S INITIAL REGISTERED AGENT AND INCORPORATOR, WHO IS PERSONALLY KNOWN TO ME, OR PRODUCED A FLORIDA DRIVER'S LICENSE AS IDENTIFICATION, PERSONALLY APPEARED BEFORE ME AT THE TIME OF NOTARIZATION, AND, AFTER BEING GIVEN THE OATH, ACKNOWLEDGED SIGNING THESE ARTICLES OF INCORPORATION OF ENGEL'S TROPICAL, INC..



NOTARY PUBLIC



Marcy L. Makar

NOTARY PUBLIC - PRINTED NAME

COMMISSION EXPIRATION DATE & COMMISSION NUMBER:
April 1, 2000 CC 544373

(SEAL)