

**Sawyer & Latimer, P.A.**

Certified Public Accountants

6550 North Federal Highway, Suite 220  
Fort Lauderdale, FL 33308  
(305) 491-7233  
Fax (305) 491-2657

January 3, 1997


Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

300002048963--6  
-01/07/97--01137--019  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Please create the new corporation "Tropical American Resources, Inc.". Enclosed is a check for \$122.50 to cover costs; and the original Articles of Incorporation and Consent of Registered Agent.

Yours truly,



Thomas R. Sawyer

Enclosures

**FILED**  
97 JAN -6 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*PH*  
*1/10/97*

**ARTICLES OF INCORPORATION**  
**OF**  
**TROPICAL AMERICAN RESOURCES, INC.**

FILED

87 JAN -6 AM 11:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation under Florida Law.

1. NAME: The name of this Corporation is:

TROPICAL AMERICAN RESOURCES, INC.

The address of the principal office of this corporation shall be 6550 N. Federal Highway, Suite 220, Ft. Lauderdale, Florida 33308 and the mailing address of the corporation shall be the same.

2. TERM: This corporation shall exist perpetually commencing on the date these Articles are filed.
3. PURPOSE: The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes, and in conformity with the laws relating to marketing.
4. CAPITAL STOCK: This corporation is authorized to issue 100 number of shares of common stock.

\$1.00 par value per share.

5. REGISTERED AGENT: The initial registered agent for this corporation is as follows, together with the address of the initial registered office:

Thomas R. Sawyer  
6550 N. Federal Hwy. Ste. 220  
Ft. Lauderdale, Florida 33308

6. DIRECTORS: This corporation shall have two directors initially. The number shall be fixed by the bylaws and may be changed from time to time.

7. INITIAL DIRECTORS: The name and street address of the member of the first Board of Directors is:

Thomas R. Sawyer  
6550 N. Federal Hwy. Ste. 220  
Ft. Lauderdale, FL 33308

Ted Scatcherd  
1749 NW 126th Drive  
Coral Springs, FL 33071

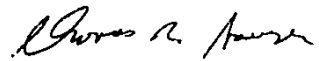
They shall hold office until the first annual meeting of stockholders.

8. INCORPORATOR: The name and address of the incorporators are as follows:

Thomas R. Sawyer  
6550 N. Federal Hwy. Ste. 220  
Ft. Lauderdale, FL 33308

Ted Scatcherd  
1749 NW 126th Drive  
Coral Springs, FL 33071

DATED on this 3rd day of January, 1997.

  
\_\_\_\_\_  
Thomas R. Sawyer, Incorporator

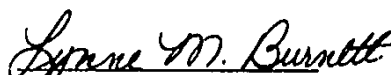
  
\_\_\_\_\_  
Ted Scatcherd, Incorporator

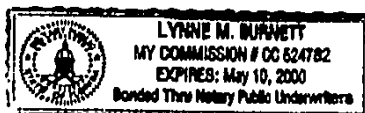
STATE OF FLORIDA )

ss:

COUNTY OF BROWARD )

BEFORE ME, this 3rd day of January, 1997 the undersigned Notary Public, appeared Thomas R. Sawyer who is personally known to me and known to me to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed the foregoing Articles of Incorporation.

  
\_\_\_\_\_  
Notary Public



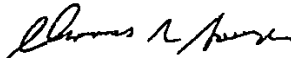
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CONSENT OF REGISTERED AGENT

97 JAN -6 AM 11:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned does hereby accept the designation.



Thomas R. Sawyer

STATE OF FLORIDA )

SS:

COUNTY OF BROWARD )

BEFORE ME, this 3rd day of January, 1997, the undersigned Notary Public, came the person of Thomas R. Sawyer, personally known to me and who did not take an oath acknowledged the foregoing Consent of Registered Agent.

  
Notary Public