



THE UNITED STATES  
CORPORATION  
COMPANY

P97000008580

ACCOUNT NO. : 072100000032

REFERENCE : 239071 4319764

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pignato*

ORDER DATE : January 28, 1997

ORDER TIME : 11:13 AM

ORDER NO. : 239071-005

CUSTOMER NO: 4319764

CUSTOMER: Marjorie E. Wolasky, Esq  
MARJORIE WOLASKY, ESQ

900002071429--2

7103 S. W. 102nd Avenue

Miami, FL 33173

DOMESTIC FILING

NAME: TROPICAL USA, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JAN 28 AM 11:10

FILED

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

96 JAN 28 PM 12:12

RECEIVED

*Dmc 1/29/97*

**ARTICLES OF INCORPORATION  
OF  
TROPICAL USA, INC.**

**FILED**  
97 JAN 28 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**FIRST:** The name of the corporation is Tropical USA, Inc. The address of the principal office of this corporation shall be 7091 N.W. 51 Street, Miami, Florida 33166 and the mailing address of the corporation shall be the same.

**SECOND:** The period of its duration is perpetual.

**THIRD:** The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

**FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is 1000 common shares, which shares shall have no par value.

**FIFTH:** The street address of the initial registered office of the corporation is 7103 S.W. 102 Avenue, Miami, Florida 33173 and the name of the initial registered agent at such address is Marjorie E. Wolasky.

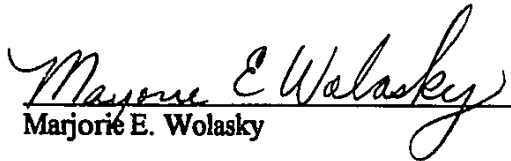
**SIXTH:** The number of directors constituting the initial Board of Directors of the corporation is 1, and the name and address of the person who is to serve as directors until the first annual meeting of shareholders or until his successors are elected and shall qualify is:

Oscar J. Mederos  
7091 N.W. 51 Street  
Miami, Florida 33166

**SEVENTH:** The name and address of the incorporator is:

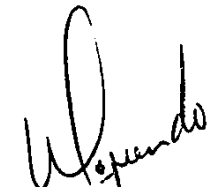
Marjorie E. Wolasky  
7103 S.W. 102 Avenue  
Miami, Florida 33173

**DATED:** January 27, 1997.

  
Marjorie E. Wolasky

**STATE OF FLORIDA**     )  
                                  )**SS**  
**COUNTY OF DADE**     )

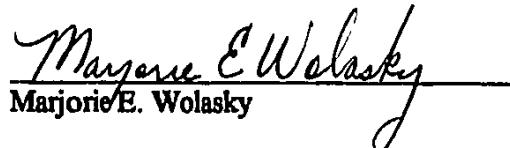
The foregoing instrument was acknowledged before me on the 27th of January 1997 by Marjorie E. Wolasky, Incorporator. She is person personally known to me or has produced a driver's license as identification and did not take an oath.

  
\_\_\_\_\_  
**NOTARY PUBLIC**  
**STATE OF FLORIDA AT LARGE**

**MY COMMISSION EXPIRES:**



I, Marjorie E. Wolasky, having been designated to act as registered agent hereby agree to act in this capacity.

  
Marjorie E. Wolasky

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