

6/25/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

EFFECTIVE DATE
6-23-97

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: J & M TROPICS ENTERPRISES, INC.

AUDIT NUMBER.....H97000010441

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

J & M TROPICS ENTERPRISES, INC.

EFFECTIVE DATE

6-23-97

ARTICLE I. CORPORATE NAME.

The name of this corporation is: J & M Tropics Enterprises, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1 per share.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence, commencing upon June 23, 1997.

ARTICLE V. INITIAL REGISTERED AGENT AND
INITIAL PRINCIPAL OFFICE

The initial registered agent and the street address of the initial principal office of this corporation in the State of Florida shall be:

LINDA C. SINGER
255 Alhambra Circle
Suite 610
Coral Gables, FL 33134

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

Prepared by:

Linda C. Singer, P.A.
Alhambra International Center
255 Alhambra Circle
Suite 610
Coral Gables, FL 33134
(305) 461-2900
Florida Bar No. 184347

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ARTICLE VI. INITIAL BOARD OF DIRECTORS.

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-laws but shall never be less than one. The names and street addresses of the initial directors of this corporation, who shall hold office for the first year of existence of this corporation or until replaced by a duly elected or appointed and qualified successor, whichever occurs first, are:

Jorge G. Morales
14801 SW 164 Terrace
Miami, Florida 33187

ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the incorporator is: Jorge G. Morales, whose address is 14801 SW 164 Terrace, Miami, Florida 33187.

ARTICLE VIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share at the price at which it is offered to others.

ARTICLE X. SHAREHOLDER PROPERTY.

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

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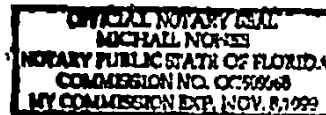
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on June 24, 1997.


Jorge G. Morales, INCORPORATOR

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 24th day of June, 1997 by Jorge G. Morales, [] who is personally known to me or [X] who has produced a Florida driver's license as identification.


Notary Public-State of Florida



(Print, type or stamp
commissioned name of Notary
Public) SEAL

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT.

The undersigned, having been named to accept service of process for the above-named corporation, at the place designated in Article V above, agrees to act as registered agent for said corporation.

Dated: June 24, 1997


Registered Agent

This instrument was prepared by:

Linda C. Singer, Attorney-at-Law
255 Alhambra Circle, Suite 610
Coral Gables, FL 33134

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