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RICHARDS-BUILDING
1553 PARK STREET
CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)
JOHN D. FITE
JOHN E. SLAUGHTER, JR.
EMIL G. PRATESI
R. CARLTON WARD
CYNTHIA I. RICE
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August 5, 1997

WILLIAM W. GILKEY
WILLIAM M. MACKENZIE
OF COUNSEL

PORT RICHEY OFFICE

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8410 U.S. HIGHWAY 19, SUITE 104
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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-08/07/97--01028--009
****122.50 ****122.50

RE: Articles of Incorporation
TROPICAL ENDEAVORS, INC.

Gentlemen:

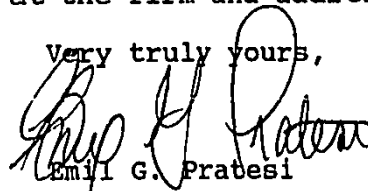
We enclose herewith for filing in your office the original Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We also enclose herewith a money order payable to your order, in the amount of \$122.50 to cover the following:

| | |
|----------------------|--------------|
| File Fee | \$ 35.00 |
| Registered Agent Fee | 35.00 |
| Certified Copy of | |
| Articles | <u>52.50</u> |
| | \$122.50 |

We shall appreciate your forwarding the certified copy of the Articles to the undersigned at the firm and address shown above.

Very truly yours,


Emil G. Pratesi

EGP/pmy
Enclosures

AUG 8

BS13
W97-18301

AUG 28 AM 8:24
STATE
CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1997

EMIL G. PRATESI, ESQ.
1253 PARK STREET
CLEARWATER, FL 33756

SUBJECT: TROPICAL ENDEAVORS, INC.
Ref. Number: W97000018301

We have received your document for TROPICAL ENDEAVORS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 897A00040305

FILED

ARTICLES OF INCORPORATION

97 AUG 28 AM 8:24

OF

STATE OF FLORIDA
TALLAHASSEE

MICHAEL JOHN MCCORKLE, INC.

I.

NAME

The name of this corporation shall be MICHAEL JOHN MCCORKLE, INC.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value.

V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VI.

MAILING ADDRESS

VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 501 Harbor Drive, Belleair Beach, Florida 33786 and the name of the initial registered agent of this corporation at that address is Michael John McCorkle.

VIII.

INCORPORATORS

The name and address of the person signing these Articles is:

Michael John McCorkle 501 Harbor Drive
Belleair Beach, FL 33786

IX.

INDEMNIFICATION


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

X.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed this Articles of Incorporation this 26 day of August, 1997.


MICHAEL JOHN MCCORKLE

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That MICHAEL JOHN MCCORKLE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Belleair Beach, County of Pinellas, State of Florida, has named Michael John McCorkle, located at 501 Harbor Drive, City of Belleair Beach, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: 

MICHAEL JOHN MCCORKLE

(REGISTERED AGENT)

97 AUG 28 AM 8:24
FILED
CLERK OF DISTRICT COURT
STATE OF FLORIDA

EGP/pmy
\\CORP\\6