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Law Offices  
Deborah A. Roth, P.A.

Suite 309  
21301 Powerline Road  
Boca Raton, FL 33433  
(561) 883-2722

FILED  
97 SEP 15 PM 2:16  
TALLAHASSEE, FLORIDA

September 11, 1997

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-09/15/97--01148--015  
\*\*\*\*122.50 \*\*\*\*122.50

RE: BOCA TROPICS, INC.

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation in the above referenced matter, along with my check in the amount of \$122.50 for filing fees.

Please forward to my office in the enclosed self-addressed stamped envelope the certified copy of the Articles.

Your prompt attention to this matter is greatly appreciated. Should you have any questions, please do not hesitate to call me.

Very truly yours,

DEBORAH A. ROTH, P.A.

  
Deborah A. Roth, Esquire

encls.

SEP 16 1997

*Law Offices*  
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September 12, 1997

Attention: Freida  
Florida Department of State  
Division of Corporations/ New Corp.  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Boca Tropics, INC.

Dear Freida:

With reference to the above-matter and pursuant to our telephone conversation of this date, enclosed please find the corrected second page of the Articles of Incorporation. As I advised you on the phone, I erroneously stated in Article IV that there were "three" initial directors, when in fact there are only two, as listed. The original Articles were mailed last night with the requisite filing fee.

Kindly exchange the corrected page for the one bearing this error and file same with your office.

Your kind attention to this matter is greatly appreciated. Should you have any questions, please do not hesitate to call me.

Very truly yours,

DEBORAH A. ROTH, P.A.



Deborah A. Roth, Esquire

encls.

**ARTICLES OF INCORPORATION FOR  
BOCA TROPICS, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - NAME**

The name and principal address of the corporation shall be:

**BOCA TROPICS, INC.  
3827 W. ATLANTIC AVE  
DELRAY BEACH. FLORIDA 33445**

**ARTICLE II - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - STATED CAPITAL**

The corporation is authorized to issue 100 shares of common stock having \$1.00 (one dollar) par value per share.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is to be determined from time to time by the Board of Directors, to be paid, in whole or part, in cash or other property, tangible or intangible, or labor or services actually performed for the corporation. Shares may not be issued until full amount of the consideration therefore has been paid. Thereafter, such share shall be deemed to be fully paid and nonassessable.

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#### ARTICLE IV- BOARD OF DIRECTORS and OFFICERS

All corporate powers should be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, The Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the share holders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have two directors initially who shall be officers of the corporation. The number of directors may be thereafter increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

PRESIDENT:                   RAYMOND G. STASZAK  
                                  3827 W. Atlantic Avenue  
                                  Delray Beach, Florida 33445

VICE PRESIDENT:           CATHERINE R. STASZAK  
                                  3827 W. Atlantic Avenue  
                                  Delray Beach, Florida 33445

#### ARTICLE V - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers or duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:


CATHERINE R. STASZAK  
3827 W. Atlantic Avenue  
Delray Beach, Florida 33445

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office and Agent of the corporation is:

CATHERINE R. STASZAK  
3827 W. Atlantic Avenue  
Delray Beach, Florida 33445

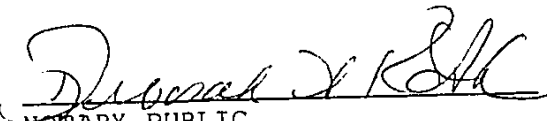
IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 11<sup>th</sup> day of September, 1997.

  
CATHERINE R. STASZAK

[illegible]

Before me, the undersigned authority, an officer of duly authorized to administer oaths and take acknowledgments, personally appeared CATHERINE R. STASZAK known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that She executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 14 day of SEPTEMBER, 1997 at Boca Raton, Palm Beach County, Florida.

  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:



DEBORAH A ROTH  
My Commission CC436137  
Expires Jan 31, 1999  
Bonded by HAI  
800-422-1555

Print, Type or Stamp Name of  
Notary

( ) Personally known to me, or

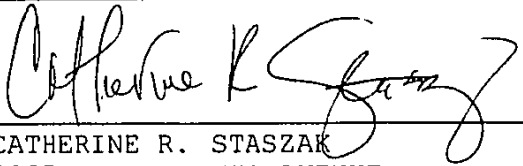
( N ) Produced identification:

Fk Drive Lic. S322-136-64-874-0  
Type of identification

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, CATHERINE R. STASZAK, being and the same as that CATHERINE R. STASZAK designated in the Articles of Incorporation of BOCA TROPICS, INC. do hereby accept the appointment as the registered agent of BOCA TROPICS, INC. and am familiar with and accept my duties as Registered Agent.

Dated this 11<sup>th</sup> day of SEPTEMBER, 1997.



CATHERINE R. STASZAK  
3827 W. ATLANTIC AVENUE  
DELRAY BEACH, FLORIDA 33445

CLERK OF COURT  
TALLAHASSEE, FLORIDA

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