*CAPITAL CONNECTION, INC.

417 B. Virginia Street, Sulte I • Tallahassee, Florida 32302 (904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P97000089381

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

97 OCT 16 AM 7: 45

Tropical Republic, Inc.

Signature

Name

Walk-In _

Requested/by

Will Pick Up __

EFFECTIVE DATE
10.10.97
Art of Inc. File
LTD Partnership File
Foreign Corp. File 10/15/97 - 01008 - 027
L.C. File *****70.00 ******70.00
Fictitious Name File
Name Reservation
Merger File
Art. of Amend. File
RA Resignation
Dissolution / Withdrawal
Annual Report / Reinstatement
Cert. Copy
Photo Copy
Certificate of Good Standing
Certificate of Status ?
Certificate of Fictitious Name
Corp Record Search
Officer Search
Fictitious Search Sign
Ficilitious Owner Search
Vehicle Search S S S
Driving Record
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
Courier RP
10-17-97



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 15, 1997

CAPITAL CONNECTION, INC. 417 E. VIRGINIA ST. STE. 1 TALLAHASSEE, FL 32301

SUBJECT: TROPICAL REPUBLIC, INC.

Ref. Number: W97000023529

We have received your document for TROPICAL REPUBLIC, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6929.

Randall Purintun Document Specialist

Letter Number: 197A00050441

ARTICLES OF INCORPORATION OF

SECRETARY OF STATE DIVISION OF CORPORATIONS

97 OCT 16 AM 7: 45

Tropical Republic, Inc.

a Florida corporation

The undersigned, acting as incorporator of Retail Carts of America, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is

10-10-97

Tropical Republic, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

3270 NE 33rd Street Ft. Lauderdale, Florida 33308 BECRETARY OF STATE OF CORPORATIONS

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective October 10, 1997.

American Corporations Unlimited, Inc. 3270 NE 33 Street Ft. Lauderdale, Florida 33308 (954) 630-0281

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3270 NE 33 Street, Ft. Lauderdale 33308 and the name of the corporation's initial registered agent at that address is American Corporations Unlimited, Inc.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

NAME

Consuelo Joiner

American Corporations Unlimited, Inc. 3270 NE 33 Street Ft. Lauderdale, Florida 33308 (954) 630-0281

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

American Corporations Unlimited, Inc., 3270 NE 33 Street Ft. Lauderdale, Florida 33308

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capitol stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this, the lst day of September, 1997.

Betty Castillo, Office Manager

American Corporations Unlimited, Inc. 3270 NE 33 Street Ft. Lauderdale, Florida 33308 (954) 630-0281 CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **Tropical Republic, Inc.** desiring to organize under the laws of the State of Florida with it's initial registered office, as indicated in the Articles of Incorporation, at 3270 NE 33 Street, Ft. Lauderdale, Florida 33308, has named American Corporations Unlimited, Inc, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

American Corporations Unlimited, Inc.,

3270 NE 33 Street Ft. Lauderdale, Florida 33308

Betty Castillo

Registered Agent

American Corporations Unlimited, Inc.,

Date: September 1, 1997

SECRETARY OF STATE DIVISION OF CORPORATIO