

LAW OFFICES
SOULE, LEAL & ASSOCIATES, P.A.

JAMES L. SOULE *
ELIANA M. LEAL *
BARBARA BUXTON, LL.M.
ELISE GROSS, LL.M. **,†
ANDREA R. GUNDERSEN
SCOTT SZNITKEN*

7515 WEST OAKLAND PARK BOULEVARD, SUITE 100
FORT LAUDERDALE, FLORIDA 33319
TEL: (954) 572-2121 • FAX: (954) 572-2125
TOLL FREE: 1-888-572-2121

BEVERLY ROBERTS *
EDITH E. KILSBY *
JUDY PADRON
KAREN VERNA†

* MEMBER OF THE FEDERAL BAR
** MEMBER OF THE NEW YORK BAR

2263 NORTHWEST BOCA RATON BOULEVARD, SUITE 104
BOCA RATON, FLORIDA 33431

† LEGAL ASSISTANT
‡ CERTIFIED LEGAL ASSISTANT

June 26, 1998

P98000060132

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

200002580932--6
-07/06/98--01121--002
*****78.75 *****78.75

RE: Tropical Real Estate Investors, Inc.

To Whom It May Concern:

Enclosed please find the following:

1. Original Articles of Incorporation;
2. Certificate of Designation of Registered Agent; and
3. Copy of Articles of Incorporation;
4. Transmittal Letter; and
5. Check for \$78.75 for the filing fee.

Please see the Articles for the effective date.

If you have any questions, please do not hesitate to contact the undersigned should you have any questions.

Very truly yours,

Elise Gross

Elise Gross, Esquire
For the Firm

enclosure

FILED
98 JUL -6 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*CB
7-8-98
H*

FILED
98 JUL -6 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
TROPICAL REAL ESTATE INVESTORS, INC.

Article I

The name of the corporation is: TROPICAL REAL ESTATE INVESTORS, INC.

Article II

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of execution and acknowledgment of these articles.

Article III

The general nature of the business and the objects and purposes to be transacted is a real estate investment company.

Article IV

This shall be a for profit corporation with the directors elected in a manner to be specified in the bylaws.

Article V

The date of Incorporation shall be the date that the Articles are filed with the Secretary of State.

Article VI

The street address of the initial registered office of this corporation is 7515 W. Oakland Park Blvd., Suite 100, Ft Lauderdale, Florida 33319, and the name of the initial registered agent of this corporation at that address is James L. Soule.

Article VII

The names of the incorporator signing these articles are: Eliana Leal, 7515 W. Oakland Park Blvd, Suite 100, Ft. Lauderdale, FL 33319.

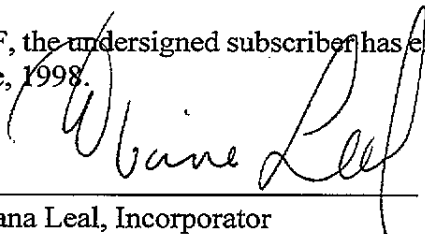
Article VIII

The principle place of business and mailing address will be 7515 W. Oakland Park Blvd, Suite 100, Ft. Lauderdale, FL 33319.

Article IX

The number of shares that this corporation is authorized to have outstanding at any one time is 100 shares with a \$1.00 par value.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 21st day of June, 1998.



Eliana Leal, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

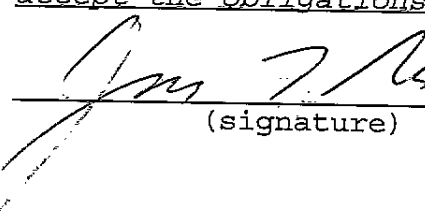
1. The name of the corporation is:
Tropical Real Estate Investors, Inc.
2. The name and address of the registered agent and office is:

James L. Soule, Esquire
(name)

7515 W. Oakland Park Blvd., Suite 100
(P.O. Box not acceptable)

Ft. Lauderdale, FL 33319
(City/State/Zip)

Having been named as registered agent and to accept service process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(signature)

FILED
98 JUL -6 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA