

P98000061164



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 884018 6099A

AUTHORIZATION :

*Patricia Pujute*

COST LIMIT : \$ 78.75

ORDER DATE : July 8, 1998

ORDER TIME : 12:05 PM

ORDER NO. : 884018-005

CUSTOMER NO: 6099A

CUSTOMER: Ms. Tracy L. Longo  
MOYLE FLANIGAN KATZ FITZGERALD  
& SHEEHAN  
P. O. Box 3888

West Palm Beach, FL 33402

200002583192--4

DOMESTIC FILING

NAME: TROPICAL ORGANICS CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

~~2554~~  
~~1098 1554~~

FILED  
98 JUL -8 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUL -8 PM 1:09  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

*DMC*  
*7/10/98*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 8, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: TROPICAL ORGANICS CORP.  
Ref. Number: W98000015541

We have received your document for TROPICAL ORGANICS CORP. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent must have a Florida street address. A post office box is not acceptable.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 198A00036602

**RESUBMIT**

Please give original  
submission date as file date.

NOTED TO MISSISSA  
DIVISION OF CORPORATIONS  
98 JUL -9 PM 3:22

ARTICLES OF INCORPORATION  
OF  
TROPICAL ORGANICS CORP.

FILED  
98 JUL -8 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I  
Name of Corporation

The name of this Corporation shall be TROPICAL ORGANICS CORP. (the "Corporation").

ARTICLE II  
Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 3700 Lake Worth Road, Lake Worth, Florida 33461.

ARTICLE III  
Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

#### ARTICLE IV Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE 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 the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 N. Flagler Dr  
9th Floor, West Palm Beach, FL 33401, and the name of the initial registered agent of this Corporation  
at that address is Paul A. Krasker.

ARTICLE VIII  
Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

Thomas W. McGreevy	3700 Lake Worth Road Lake Worth, Florida 33461
Bruce A. Brand	3700 Lake Worth Road Lake Worth, Florida 33461

ARTICLE IX  
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X  
Indemnification

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

ARTICLE XI  
Incorporator

The name and address of the person signing these Articles are as follows: Paul A. Krasker, Esquire, P.O. Box 3888, West Palm Beach, FL 33402-3888.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 7<sup>th</sup> day of July, 1998.

Paul L  
PAUL A. KRASKER

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of July, 1998, by  
PAUL A. KRASKER, as Incorporator of TROPICAL ORGANICS CORP., on behalf of the  
Corporation, and he is personally known to me. ~~or has produced~~ \_\_\_\_\_  
~~\_\_\_\_\_ as identification~~ and did take an oath.

(NOTARY STAMP)



Tracy Lee Longo  
Notary Name: Tracy Lee Longo  
Notary Public  
Serial (Commission) Number \_\_\_\_\_  
(if any) \_\_\_\_\_

I hereby accept appointment as Registered Agent of TROPICAL ORGANICS CORP. as provide  
in Article VII, hereof.

Paul L  
Paul A. Krasker  
Registered Agent

FILED  
98 JUL -8 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA