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NAME: TROPICAL SPICE, INC.

AUDIT NUMBER.....H98000013515

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
TROPICAL SPICE, INC.

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be:

TROPICAL SPICE, INC.

ARTICLE II
TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV
CAPITAL STOCK

Section 1. The maximum number of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 1,000 shares of Class A Common Capital Stock, having \$.01 par value; and

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B) 9,000 shares of Class B Common, Non-Voting Capital Stock, having \$0.01 par value.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and street address of the initial registered office of the corporation shall be:

ANEYDA DIAZ
13821 S.W. 30th Street
Miami, Florida 33175

ARTICLE VI
MAILING ADDRESS OF THE CORPORATION

The mailing address of the Corporation is its principal place of business and is:

13821 S.W. 30th Street
Miami, Florida 33175

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have three director(s) initially. The name and address of the initial director(s) of the corporation, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office is:

JAVIER APONTE
9903-42 Avenue
Corona, Queens
New York 11368

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ANEYDA DIAZ
13821 S.W. 30th Street
Miami, Florida 33175

MOISES LEONARDO
429 S.W. 136 Place
Miami, Florida 33184

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

ARTICLE VIII
INCORPORATOR

The names and addresses of the incorporators of the corporation are:

JAVIER APONTE
9903-42 Avenue
Corona, Queens
New York 11368

ANEYDA DIAZ
13821 S.W. 30th Street
Miami, Florida 33175

MOISES LEONARDO
429 S.W. 136 Place
Miami, Florida 33184

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation this 10th day of July, 1998.

Javier Aponte
Javier Aponte, Incorporator

Aneyda Diaz
Aneyda Diaz, Incorporator

Moises Leonardo
Moises Leonardo, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared JAVIER APONTE, to me known to be the person described as one of the Incorporators and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 10th day of July, 1998.

Ivette Neiphen Leon
Notary Public

My Commission Expires:



Ivette Neiphen Leon
My Commission CC578258
Expires Aug 18, 2000

State of Florida at Large

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared ANEYDA DIAZ, to me known to be the person described as one of the Incorporators and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 10th day of July, 1998.

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[Signature]

Notary Public

State of Florida at Large

My Commission Expires:



Ivette Halphen Leon
My Commission CC578258
Expires Aug 18, 2000

STATE OF FLORIDA

) SS:

COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared MOISES LEONARDO, to me known to be the person described as one of the Incorporators and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 10th day of July, 1998.

[Signature]

Notary Public

State of Florida at Large

My Commission Expires:



Ivette Halphen Leon
My Commission CC578258
Expires Aug 18, 2000

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of TROPICAL SPICE, INC. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by

Florida Statutes Section 607.325.

Dated this 10th day of July, 1998.

[Signature]
ANEYDA DIAZ

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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