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FLORIDA DIVISION OF CORPORATIONS

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FROM: AMERICAN ACCOUNTING SERVICE, INC.
104737003316

ACCT#:

CONTACT: ELIZABETH ELLIS
PHONE: (941) 747-9292
(941) 748-7626

FAX #:

NAME: HOT TROPICS, INC.

AUDIT NUMBER.....H98000012617

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

CERT. OF STATUS..0

PAGES..... 2

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 4, 1998

AMERICAN ACCOUNTING SERVICE INC

SUBJECT: HOT TROPICS, INC.
REF: W98000017648

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

FOR THE ACCEPTANCE OF THE REGISTERED AGENT WE NEED ONLY THE AGENTS SIGNATURE. PLEASE TAKE OFF THE OTHER NAME THAT HAS ALSO SIGNED.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000012617
Letter Number: 098A00040692

Fax audit #

4980000126170
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ARTICLE OF INCORPORATION
OF
HOT TROPICS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: HOT TROPICS, INC.

ARTICLE II - EXISTENCE

This corporation shall commence existence on the date of execution and acknowledgment of these Articles or this corporation shall exist from the date of filing these Articles with the Department of State.

ARTICLE III - PURPOSE

The general purpose for the which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV - CAPITOL STOCK

This corporation is authorized to issue 1000 shares of common stock, each having the par value of \$1.00. The stock will be classified as 1244 Stock for the Internal Revenue purposes.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this corporation is 357 6th Ave. W. Bradenton, Florida 34205. The name of the initial Registered Agent of this corporation at that office is ALAN L. LUTHER. The principal office of business is the same as the registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws but there shall always be at least one director. The name and address of the initial directors of this corporation are:

ALAN L. LUTHER, PRESIDENT
1900 LAND O LAKES BLVD. 113 A.
LUTZ, FLORIDA 33549

PREPARER: SKYLLA RAE SMITH
357 6TH AVENUE WEST
BRADENTON, FLORIDA 34205
941-747-9292

Fax audit #

4980000126170

Fax audit # H980000126170

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

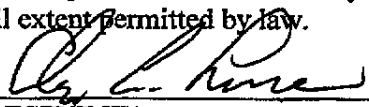
ALAN L. LUTHER, 1900 LAND O LAKES BLVD. 113 A, LUTZ, FLORIDA 33549

ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.


ARTICLE IX - INDEMNIFICATION

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

 date 8-04-98
PRESIDENT

ACCEPTANCE-

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.

 date 8-04-98
PRESIDENT

PREPARER: SKYLLA RAE SMITH
357 6TH AVENUE WEST
BRADENTON, FLORIDA 34205
941-747-9292

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