

JORGE SANCHEZ-GALARRAGA

PROFESSIONAL ASSOCIATION

LAW OFFICES

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September 3, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 33201

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RE: **Tropi Italy, Inc.**

Gentlemen:

Enclosed are the following:

1. Original and copy of the articles of incorporation of the above referenced corporation.
2. Duly executed registered agent form.
3. Check to cover your fees.

Thank you for your kind attention to this matter.

Very truly yours,



JORGE SANCHEZ-GALARRAGA

JSG:dbd

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -8 AM 8:07

98 SEP -8 AM 8:08

ARTICLES OF INCORPORATION

OF

TROPI ITALY, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article 1. Name

The name of this corporation is TROPI ITALY, INC.

Article 2. Principal Office

The principal office and the mailing address of the corporation is:

1059 Collins Avenue
Suite 203
Miami Beach, Florida 33139

Article 2. Duration

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

Article 3. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

Article 4. Capital Stock

The corporation is authorized to issue One Hundred Fifty (150) shares at Fifty (\$50) Dollars par value.

Article 5. Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

**Jaime Guevara
1059 Collins Avenue
Suite 203
Miami Beach, Florida 33139**

Article 6. Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

**Jaime Guevara
7175 N.W. 179th Street
Apartment 303
Miami, Florida 33015**

**Betty Rodriguez
7175 N.W. 179th Street
Apartment 303
Miami, Florida 33015**

Article 7. Incorporator

The names and addresses of the Incorporators signing these Articles of Incorporation are:

**Jaime Guevara
7175 N.W. 179th Street
Apartment 303
Miami, Florida 33015**

**Betty Rodriguez
7175 N.W. 179th Street
Apartment 303
Miami, Florida 33015**

Article 8. Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

Article 9. Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article 10. Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

Article 11. Indemnification

The corporation may be empowered to indemnify any officer or director in the

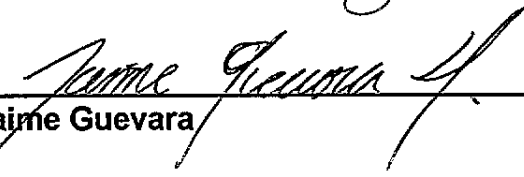
manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article 12. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 3~~rd~~ day of September, 1998.


Betty Rodriguez


Jaime Guevara

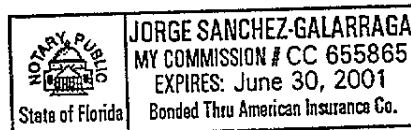
STATE OF FLORIDA)
)
COUNTY OF DADE) ss:

BEFORE ME, the undersigned authority, personally appeared, Betty Rodriguez and Jaime Guevara, to me known to be the persons, who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

SWORN TO AND SUBSCRIBED before me on this 3~~rd~~ day of September, 1998.



NOTARY PUBLIC, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND DESIGNATING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Tropi Italy, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named Jaime Guevara located at 1059 Collins Avenue, Suite 203 City of Miami Beach, County of Dade, State of Florida, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.


JAIME GUEVARA
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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