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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

100002640981--2

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Tropico Merchandise Exchange, Inc.
 (Corporation Name) (Document #)

2. _____
 (Corporation Name) (Document #)

3. _____
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

- Walk in
 Pick up time 2:10
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

98 SEP 16 PM 12:37
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 98 SEP 16 AM 11:28
 DIVISION OF CORPORATION

9/16

Examiner's Initials

ARTICLES OF INCORPORATION
OF

TROPICO MERCHANDISE EXCHANGE, INC.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

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98 SEP 16 PM 12:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

TROPICO MERCHANDISE EXCHANGE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13746 S.W. 181 St.
MIAMI, FL. 33177

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five hundred (500) shares of one dollar (\$1.00) par value
common Stock.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Oscar Pichardo
13746 S.W. 181 St.
Miami, Fl. 33177

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Oscar Pichardo
13746 S.W. 181 St.
Miami, Fl. 33177

President

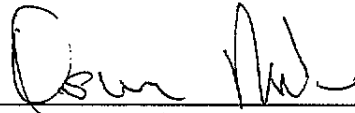
Luis Romero
13746 S.W. 181 St.
Miami, Fl. 33177

Vicepresident

Mayra Cocco
13746 S.W. 181 St.
Miami, Fl. 33177

Secretary & Treasurer

The undersigned has (have) executed these Articles of Incorporation this 14 day of
September, 1998



Signature / Title

Oscar Pichardo
President



Signature / Title

Mayra Cocco
Secretary

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: TROPICO MERCHANDISE EXCHANGE, INC.
2. The name and address of the registered agent and office is: Oscar Pichardo

13746 S.W. 181 St.
(P.O. BOX NOT ACCEPTABLE)

Miami, Fl. 33177

(CITY/ STATE/ ZIP)

Signature: _____

Title: President

Date: 09/14/98

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUES.

Signature: _____

Date: 09/14/98