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George N. Klimis, P.A.
Attorney at Law

30 North Ring Avenue, Suite 400
Tarpon Springs, Florida 34689

L.L.M. Taxation
Office: 727-943-9551
FAX: 727-943-9081

September 24, 1998

VIA OVERNIGHT MAIL

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

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-09/25/98--01058--011
***122.50 ***122.50

Re: Tropicare, Inc.

Dear Sir:

Please find enclosed two (2) original Articles of Incorporation for the above proposed corporation. Also, enclosed is my firm's check in the amount of \$122.50 for the filing fee, registered agent fee and charter tax.

Tropicare, Inc. was administratively dissolved September 26, 1997, for failure to file its Annual Report. It is my understanding that one hundred twenty (120) days must lapse before this corporate name can be used. Since Hurricane Georges' path has not yet been determined, I am forwarding these articles to you today and would request that they be filed on the appropriate day.

After processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: 
George N. Klimis, Esquire

GNK/bac
Enclosures: As referenced above

P. Hall

10 OCT 15 1998

FILED
98 OCT 12 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 28, 1998

GEORGE N. KLIMIS, P.A.
30 N RING AVE, SUITE 400
TARPON SPRINGS, FL 34689

SUBJECT: TROPICARE, INC.
Ref. Number: W98000022077

We have received your document for TROPICARE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 898A00048511

George N. Klimis, P.A.
Attorney at Law

30 North Ring Avenue, Suite 400
Tarpon Springs, Florida 34689

L.L.M. Taxation
Office: 727-943-9551
FAX: 727-943-9081

October 8, 1998

VIA OVERNIGHT MAIL

Ms. Pamela Hall, Document Specialist
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: Subject : Tropicare, Inc.
Ref. Number : W98000022077

Dear Ms. Hall:

Please find returned for filing, two (2) original Articles of Incorporation for the above proposed corporation. This will also confirm that you have retained my firm's check in the amount of \$122.50 for the filing fee, registered agent fee and charter tax.

The trademark for Tropicare, Inc. expires October 10, 1998. Pursuant to my telephone conference with the trademark's division, it is my understanding once the trademark expires the Articles of Incorporation for Tropicare, Inc. can be filed with the Secretary of State. I would therefore request they be filed on October 11, 1998. - Oct 12 -

After processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: GNK/bac
George N. Klimis, Esquire

GNK/bac

Enclosures: As referenced above

ARTICLES OF INCORPORATION

OF

TROPICARE, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is: **TROPICARE, INC.** The address of the principal office of this corporation shall be 10507 Hearth Road, Spring Hill, Florida 34608, and the mailing address of the corporation shall be 30 North Ring Avenue, Suite 400, Tarpon Springs, Florida 34689.

ARTICLE 2: DURATION

This Corporation shall exist perpetually.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 30 North Ring Avenue, Suite 400, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this Corporation at that address is **GEORGE N. KLIMIS**.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two (2) Directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
TIMOTHY W. HUGHES	10507 Hearth Road Spring Hill, Florida 34608
JON P. HUGHES	10507 Hearth Road Spring Hill, Florida 34608

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

Name

Address

GEORGE N. KLIMIS

30 North Ring Avenue, Suite 400
Tarpon Springs, FL 34689

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

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

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

24th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of September, 1998.



GEORGE N. KLIMIS

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing Articles of Incorporation were acknowledged before me this 24th day of September, 1998, by GEORGE N. KLIMIS who is personally known to me and who did take an oath.



sign: Barbara A. Curtis
print: BARBARA A. CURTIS
Notary Public - State of Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 24th day of September, 1998



GEORGE N. KLIMIS

FILED
98 OCT 12 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA