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LAW OFFICES
ENGLANDER & FISCHER, P.A.

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Mark P. Bryan

*Board Certified Business
Litigation Lawyer

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-11/23/98--01111--002
****122.50 *****78.75

November 20, 1998

Via Airborne Express Airbill # 8661055616

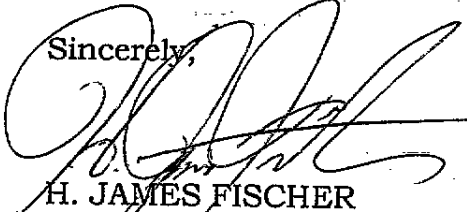
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Tropical Exotics, Inc.

Dear Sir or Madam:


Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$122.50 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please file the original and return to me a certified copy of the same. Thank you.

Sincerely,

H. JAMES FISCHER

HJF/pag

Enclosures

Mail
NOV 25 1998


FILED
98 NOV 23 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TROPICAL EXOTICS, INC.
Florida corporation

FILED
98 NOV 23 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

1.1. The name of the corporation is **TROPICAL EXOTICS, INC.**

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

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

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders of each class at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 721 First Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent of this corporation is Englander & Fischer P.A.

ARTICLE VII

Principal Office and Mailing Address

7.1 The initial principal office of this corporation is located at 87 45th Avenue, St. Pete Beach, FL 33706, and the corporation's initial mailing address shall be 87 45th Avenue, St. Pete Beach, FL 33706.

ARTICLE VIII

Initial Board of Directors

8.1 This corporation shall have one (1) director.

8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

8.3 The name and address of the initial director of this corporation is:

PATRICIA A. GAUSS
87 45TH AVENUE
ST. PETE BEACH, FL 33706

ARTICLE IX

Incorporators

9.1 The name and address of the persons signing these Articles are the Corporation's existing shareholders:

PATRICIA A. GAUSS
87 45TH AVENUE
ST. PETE BEACH, FL 33706

ARTICLE X

Indemnification

10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI

Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on November 20th, 1998.


Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged before me this 20th day of November, 1998, by PATRICIA A. GAUSS, who is personally known to me ~~or who~~

~~has produced _____ as identification and who did (did
not) take an oath.~~

Barbara Brazil

Name:

NOTARY PUBLIC

State of Florida at Large (Seal)

Comm. No.:

My Commission Expires:



Barbara Brazil

My Commission CC716732

Expires February 15, 2002

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for **TROPICAL EXOTICS, INC.**, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

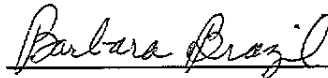
ENGLANDER & FISCHER, P.A.

By: 

H. JAMES FISCHER
President

STATE OF FLORIDA
COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before me this 20th day of November, 1998,
by H. JAMES FISCHER, who is personally known to me ~~or who has produced~~
~~as identification~~ and who did take an oath.




Name:

NOTARY PUBLIC

State of Florida at Large (Seal)

Comm. No.:

My Commission Expires:

 Barbara Brazil
My Commission CC716732
Expires February 15, 2002

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV 23 PM 2:56

FILED