

GREENBERG

ATTORNEYS AT LAW

TRAURIG

BURT BRUTON
(305) 579-0593

July 29, 1999

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: TROPICAL PUBLISHING, INC.

Enclosed herewith are three duly executed originals of the articles of incorporation for the captioned corporation.

Also enclosed is a check in the amount of \$78.75 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,


BURT BRUTON

BB/wp
Enclosures
File No. 99901.926223

400002948294--6
-08/02/99--01157--004
*****78.75 *****78.75

FILED
99 AUG -2 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe AUG 09 1999

GREENBERG TRAURIG, P.A.

1221 BRICKELL AVENUE MIAMI, FLORIDA 33131

305-579-0500 FAX 305-579-0717 www.gtlaw.com

MIAMI NEW YORK WASHINGTON, D.C. ATLANTA PHILADELPHIA TYSONS CORNER SAO PAULO
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE BOCA RATON

ARTICLES OF INCORPORATION

OF

TROPICAL PUBLISHING, INC.

FILED
99 AUG -2 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is TROPICAL PUBLISHING, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2451 Brickell Avenue, No. 19EF, Miami, Florida 33129.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 2451 Brickell Avenue No. 19EF, Miami, Florida 33129, City of Miami, County of Miami-Dade, and the name of its initial registered agent at such office is Burt Bruton.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

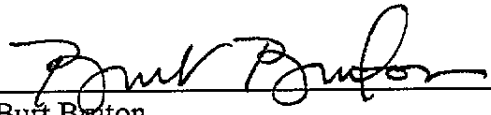
ARTICLE VII

The name of the Incorporator is Burt Bruton and the address of the Incorporator is 2451 Brickell Avenue, No. 19EF, Miami, Florida 33129.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 29th day of July, 1999.

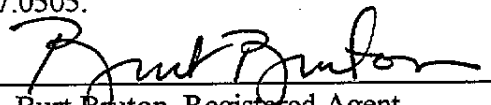


Burt Bruton
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TROPICAL PUBLISHING, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Dated: July 29, 1999



Burt Bruton, Registered Agent

FILED
99 AUG -2 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA