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## Florida Department of State

Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

tropical sound usa, inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TROPICAL SOUND USA, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: TROPICAL SOUND USA, INC.

ARTICLE II

This corporation shall commence existence on upon the filing of these articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 12401 W. Okeechobee Rd. # 178, Hialeah Gardens, Fl 33018

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

Prepared by: Richard Wasserstein, Esq. Box # 604380  
Wasserstein Law Building, Ph 866-2444 (644)  
913 Normandy Drive ( 71 St Street)  
Miami Beach, Florida 33141

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3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.
4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.
5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.
6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.
7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.
8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

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To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$1.00. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Reynol Rodriguez at 12401 # 178 W. Okeechobee Rd. Hialeah Gardens, Fl 33018.

2 H99000024227

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ARTICLE VII

The initial board of Directors shall consist of a total of three person(s) and the name and address of the person(s) who are to serve as an initial director(s) are:

Reynol Rodriguez  
12401 W. Okeechobee Rd. 178  
Hialeah Gardens, Fl 33018

Reynol Rodriguez Jr.  
12401 W. Okeechobee Rd. 178  
Hialeah Gardens, Fl 33018

Antonio Rodriguez  
12401 W. Okeechobee Rd. 178  
Hialeah Gardens, Fl 33018

ARTICLE VIII

The name and address of the incorporators executing these Articles of Incorporation are:


Reynol Rodriguez  
12401 W. Okeechobee Rd. 178  
Hialeah Gardens, Fl 33018

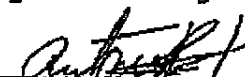
Reynol Rodriguez Jr.  
12401 W. Okeechobee Rd. 178  
Hialeah Gardens, Fl 33018

Antonio Rodriguez  
12407 W. Okeechobee Rd. 178  
Hialeah Gardens, Fl 33018

The undersigned have executed these Articles of Incorporation this

  
\_\_\_\_\_  
Reynol Rodriguez

  
\_\_\_\_\_  
Reynol Rodriguez Jr.

  
\_\_\_\_\_  
Antonio Rodriguez

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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.

First that: **TROPICAL SOUND USA, INC.**

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Reynol Rodriguez, located at 12401 W. Okeechobee Rd., 178 Hialeah Gardens, Fl 33018, Miami Dade County, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENTS AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. WE FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES, AND WE ARE FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF OUR POSITION AS REGISTERED AGENTS.

  
\_\_\_\_\_  
**REYNOL RODRIGUEZ**  
**REGISTERED AGENT**

Prepared by: Richard Wasserstein, Esq. Bar # 604380  
Wasserstein Law Building, Ph 866-1455  
913 Normandy Drive ( 71 St. Street)  
Miami Beach, Florida 33141

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