

Division of Corporations

Page 1 of 2

P99000100374

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000029143 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON
Account Number : 076077003322
Phone : (941)366-6660
Fax Number : (941)366-3999

99 NOV 16 PM 2:27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

TROPICS SOFTWARE TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

H99000029143 7

ARTICLES OF INCORPORATION

OF

TROPICS SOFTWARE TECHNOLOGIES, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

TROPICS SOFTWARE TECHNOLOGIES, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

10,000 Shares of Voting Common Stock

par value of \$1.00 per share; and

2,500 Shares of Non Voting Common Stock

par value of \$1.00 per share; and

437870v.1

Cheryl L. Gordon, Attorney/FL Bar No: 284483

Abel, Band, Russell, Collier, Pitchford & Gordon Chartered

240 South Pineapple Avenue, Sarasota, Florida 34236 941-366-6660 Fax 941-366-3999

H99000029143 7

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 16 PM 2:27

H99000029143 7

ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

1819 Main Street
Suite 600
Sarasota, Florida 34236

and, the mailing address of this Corporation shall be:

P.O. Box 2740
Sarasota, Florida 34230

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Massoud M. Mobarekeh 1819 Main Street
Suite 600
Sarasota, Florida 34236

ARTICLE VII - DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

H. Lincoln Miller, Jr. 773 Saint Judes Drive North
Longboat Key, Florida 34228

Kurt J. Miller 1707 Townhouse Drive
Coram, New York 11727

Massoud M. Mobarekeh 4687 San Siro Drive
Sarasota, Florida 34235

Conrad Ross 4526 Beacon Drive
Sarasota, Florida 34232

H99000029143 7

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.


ARTICLE IX - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Massoud M. Mobarekeh

1819 Main Street
Suite 600
Sarasota, Florida 34236

The undersigned has executed these Articles this 15th day of November, 1999.



Massoud M. Mobarekeh


99 NOV 16 PM 2:27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for TROPICS SOFTWARE TECHNOLOGIES, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

November 15, 1999



Massoud M. Mobarekeh

"REGISTERED AGENT"