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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOVEMBER 10, 1999

CORPORATE RECORDING BUREAU  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
P.O. BOX 6327  
TALLAHASSEE, FL. 32314

700003056737--7  
-11/30/99--01039--015  
\*\*\*\*122.50 \*\*\*\*\*78.75

WE REQUEST YOU PLEASE FILE AND FORWARD TO US A CERTIFIED PROPOSED COPY OF SAME ENCLOSED ARTICLES OF INCORPORATION.

ENCLOSED IS OUR CHECK FOR \$122.50. THIS CONSISTS OF \$35.00 REGISTERED AGENT FORM, \$52.50 FOR CERTIFIED COPY OF ARTICLES OF INCORPORATION AND \$35.00 FILING FEE.

PLEASE FORWARD CERTIFIED COPY TO WILLIAM R. DELOACH - 301-D BUNGALOW PLACE SOUTH - TAMPA, FL. 33609.

IF YOU NEED FURTHER INFORMATION, PLEASE CALL (813) 971-1006.

THANK YOU,  
WILLIAM R. DELOACH

F. CHESER DEC 3 1999

ARTICLES OF INCORPORATION  
OF  
**TROPICAL PARADISE ENTERPRISES, INC.**

WE, THE UNDERSIGNED, HEREBY SET FORTH THE FOLLOWING FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES, AND IMMUNITIES OF A GENERAL FOR PROFIT CORPORATION.

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ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE:

**TROPICAL PARADISE ENTERPRISES, INC.**

ARTICLE II: DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE AND SHALL COMMENCE ITS CORPORATE EXISTENCE AT THE TIME OF FILING OF THE ARTICLES IF INCORPORATED BY THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA.

ARTICLE III: PURPOSE

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS TO ENGAGE IN AND CARRY ON ALL ASPECTS OF THE PRACTICE OF BUT NOT LIMITED TO INTERNET COMMERCE, AND ANY OTHER TYPE OF CONTRACT. TO CONTRACT AND SUB-CONTRACT, TO BUY, SELL, LEASE, RENT, AND OTHERWISE DEAL IN THE PREPARATION OF INTERNET COMMERCE, EQUIPMENT, AND ANY OTHER ITEMS AVAILABLE AND NECESSARY OR IN PROPER CONNECTION WITH THAT PRACTICE, INCLUDING, BUT NOT LIMITED TO , THE FOLLOWING:

- (A) TO PURCHASE, LEASE, OR OTHERWISE ACQUIRE, TO OWN, HOLD, AND OPERATE, AND TO SELL. MORTGAGE, PLEDGE, LEASE, EMPLOY, OR OTHERWISE DISPOSE, ENCUMBER, OR INVEST IN SUCH REAL ESTATE, MORTGAGES, STOCKS, BONDS, AND ALL TYPES OF PERSONAL PROPERTY, TANGIBLE AND INTANGIBLE, AS MAY BE REASONABLY REQUIRED IN THE CONDUCT OF ITS PROFESSIONAL BUSINESS AND IN CONNECTION WITH ANY OTHER PROPER BUSINESS ACTIVITY IN WHICH THE CORPORATION MAY ENGAGE.
- (B) TO ENTER INTO AND MAKE ALL NECESSARY CONTRACTS FOR THE CONDUCT OF ITS PROFESSIONAL BUSINESS WITH ANY PERSON, PARTNERSHIP, ASSOCIATION, CORPORATION, OR OTHER ENTITY, AND TO PERFORM, CARRY OUT, CANCEL, AND RESCIND THOSE CONTRACTS.
- (C) TO BORROW OR RAISE CAPITAL REASONABLY REQUIRED IN THE CONDUCT OF ITS PROFESSIONAL BUSINESS AND IN CONNECTION WITH ANY OTHER PROPER BUSINESS ACTIVITY IN WHICH THE CORPORATION MAY BE ENGAGED, AND TO EXECUTE AND DELIVER ANY INSTRUMENTS THAT MAY BE NECESSARY TO EVIDENCE THE BORROWING.
- (D) TO FORM AND BECOME A PARTICIPANT IN ANY PARTNERSHIP, LIMITED PARTNERSHIP, OR JOINT VENTURE WITH ANY OTHER INDIVIDUALS, FIRMS, CORPORATIONS, OR ENTITIES AND TO BECOME A SHAREHOLDER IN ANY

- CORPORATION FOR PROFIT, AND TO BECOME A MEMBER OF ANY ASSOCIATION, NONPROFIT CORPORATION, OR OTHER ENTITY.
- (E) TO CARRY ON ANY OTHER BUSINESS IN CONNECTION WITH AND INCIDENTAL TO ANY OF THE FOREGOING BUSINESS, TRANSACTIONS, AND DEALINGS; AND TO DO ANY OTHER ACT LEGAL UNDER THE LAWS OF THE STATE OF FLORIDA.
  - (F) TO RESTRICT THE MANNER IN WHICH THE PERSONS TO WHOM ITS CAPITAL STOCK SHALL BE ISSUED OR TRANSFERRED AND TO ENACT BYLAWS TO CARRY THESE RESTRICTIONS INTO EFFECT.
  - (G) TO DO EVERYTHING, PROPER, ADVISABLE, OR CONVENIENT FOR THE ACCOMPLISHMENT OF THE CORPORATE PURPOSE OR THE ATTAINMENT OF ANY OF THE OBJECTIVES OR THE FURTHERANCE OF ANY ACT OF THE POWERS SET FORTH IN THESE ARTICLES OF INCORPORATION, INCIDENTAL TO, PERTAINING TO, OR GROWING OUT OF ITS PROFESSIONAL SERVICE CORPORATION ACT AS CURRENTLY ENACTED AND AS MAY BE HEREAFTER AMENDED OR SUPERSEDED BY ANY OTHER STATUTE.

#### ARTICLE IV: PROFESSIONAL SERVICES

#### ARTICLE V: SHARE STRUCTURE

##### NUMBER AND TYPE

- 5.1 THE MAXIMUM NUMBER OF SHARES WHICH THIS CORPORATION SHALL HAVE AUTHORITY TO ISSUE SHALL BE FIVE HUNDRED (500) SHARES OF COMMON CLASS STOCK ONLY, WITH A PAR VALUE OF ONE AND NO/100 DOLLAR (\$1.00) PER SHARE.

##### DIVIDENDS

- 5.2 THE SHARE HOLDERS OF THIS CORPORATION SHALL HAVE THE FULL PREEMPTIVE RIGHTS TO ACQUIRE UNUSED OR TREASURY SHARES OF THE CORPORATION, OR SECURITIES OF THE CORPORATION CONVERTIBLE INTO OR CARRYING A RIGHT TO SUBSCRIBE TO OR ACQUIRE SHARES IN SAID CORPORATION.

##### SHAREHOLDERS ACTION

- 5.3 TO THE EXTENT PERMISSIBLE UNDER THE LAW OF THE STATE OF FLORIDA, CONSENT BY VOTE OR OTHERWISE OF THE HOLDERS OF SHARES (OF ANY CLASS ENTITLED TO VOTE THEREON) ENTITLING THEM TO EXERCISE A MAJORITY OF THE VOTING POWER OF THE CORPORATION SHALL BE SUFFICIENT TO SUSTAIN ANY ACTION TO BE TAKEN BY THE SHAREHOLDERS OF THE CORPORATION, AND IN CASES WHERE ANY CLASS SHALL BE REQUIRED BY THE LAWS OF THE STATE OF FLORIDA TO CONSENT SEPARATELY AS A CLASS, CONSENT BY VOTE OR OTHERWISE OF THE HOLDERS OF A MAJORITY OF THE SHARES OF THAT CLASS SHALL BE SUFFICIENT TO SUSTAIN ANY ACTION TO BE TAKEN BY THE SHAREHOLDERS OF THAT CLASS,

#### ARTICLE VI: STATED CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS \$500.00.

ARTICLE VII: REGISTERED OFFICE AND PRINCIPAL ADDRESS

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE AND PRINCIPAL ADDRESS OF THE CORPORATION IS AS FOLLOWS, TO-WIT:

301-D BUNGALOW PARK AVE. SOUTH  
TAMPA, FL. 33609

ARTICLE VIII: REGISTERED AGENT

THE NAME OF THE CORPORATION'S INITIAL REGISTERED AGENT AT THE ABOVE-MENTIONED ADDRESS IS AS FOLLOWS:

WILLIAM R. DELOACH

ARTICLE IX: BOARD OF DIRECTORS

THE BOARD OF DIRECTORS OF THIS CORPORATION SHALL CONSIST OF ONE OR MORE MEMBERS, AND THE EXACT NUMBER THEREOF TO BE FIXED BY THE BY-LAWS OF SAID CORPORATION. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF TWO MEMBERS WHOSE NAME AND ADDRESS IS AS FOLLOWS, TO-WIT;

NAME	ADDRESS
WILLIAM R. DELOACH	301-D BUNGALOW PARK AVE. SOUTH TAMPA, FL. 33609
GAIL M. ALLISON	301-D BUNGALOW PARK AVE. SOUTH TAMPA, FL. 33609

SAID MEMBERS OF THE INITIAL BOARD OF DIRECTORS SHALL HOLD OFFICE UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDERS, OR UNTIL THEIR EARLIER RESIGNATION, REMOVAL FROM OFFICE, OR DEATH, WHICHEVER SHALL FIRST OCCUR.

ARTICLE X: INCORPORATORS

THE FOLLOWING PERSON(S) SHALL ACT AS THE INCORPORATORS OF TROPICAL PARADISE ENTERPRISES, INC. , BY SIGNING AND DELIVERING, OR CAUSING TO BE DELIVERED, SAID ARTICLES OF INCORPORATION, IN DUPLICATE, TO THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA.

NAME	ADDRESS
WILLIAM R. DELOACH	301-D BUNGALOW PARK AVE. SOUTH TAMPA, FL. 33609
GAIL M. ALLISON	301-D BUNGALOW PARK AVE. SOUTH TAMPA, FL. 33609

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS. THE BY-LAWS MAY CONTAIN ANY PROVISIONS FOR THE REGULATION AND MANAGEMENT OF THE AFFAIRS OF THE CORPORATION NOT INCONSISTENT WITH THE LAW OR THE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, WE, THE UNDERSIGNED SUBSCRIBING INCORPORATORS, HAVE  
HEREUNTO SET OUR HANDS AND SEALS THIS TWENTY THIRD DAY OF JANUARY, 1998, FOR  
THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF  
FLORIDA. WE HEREBY MAKE AND FILE IN THE OFFICE OF THE SECRETARY OF STATE,  
STATE OF FLORIDA, THIS CERTIFICATE OF INCORPORATION, AND CERTIFY THAT THE  
FACTS HEREIN STATED ARE TRUE.

NAME *William R. DeLoach*  
WILLIAM R. DELOACH  
PERSONALLY KNOWN

NAME *Gail M. Allison*  
GAIL M. ALLISON  
PERSONALLY KNOWN

STATE OF FLORIDA )

COUNTY OF HILLSBOROUGH )

BEFORE ME, THIS DAY PERSONALLY APPEARED WILLIAM R. DELOACH  
KNOWN TO ME TO BE THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE  
FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT  
HE EXECUTED THE SAME FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 24 DAY OF NOVEMBER, 1999.

MY COMMISSION EXPIRES:

*Michael Rene Juncal*  
OFFICIAL NOTARY SEAL NOTARY PUBLIC  
MICHAEL RENE JUNCAL  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC659996  
MY COMMISSION EXP. JUNE 30, 2001

STATE OF FLORIDA )

COUNTY OF HILLSBOROUGH )

BEFORE ME, THIS DAY PERSONALLY APPEARED GAIL M. ALLISON  
KNOWN TO ME TO BE THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE  
FOREGOING ARTICLES OF INCORPORATION, AND SHE ACKNOWLEDGED BEFORE ME THAT  
SHE EXECUTED THE SAME FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 24 DAY OF NOVEMBER, 1999.

MY COMMISSION EXPIRES:

*Michael Rene Juncal*  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE  
OFFICIAL NOTARY SEAL  
MICHAEL RENE JUNCAL  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC659996  
MY COMMISSION EXP. JUNE 30, 2001

ACCEPTANCE OF REGISTERED AGENT

PURSUANT TO FLORIDA STATUE 48.091, THE UNDERSIGNED REGISTERED AGENT DOES  
HEREBY ACCEPT THE DUTIES AS REGISTERED AGENT AND DESIGNATES AS HIS LOCATION  
FOR SERVICE OF PROCESS AS:

301-D BUNGALOW PARK AVE. SOUTH  
TAMPA, FL. 33609

THE UNDERSIGNED SHALL SERVE AS REGISTERED AGENT UNTIL OTHERWISE  
REMOVED OR HE SHALL RESIGN PURSUANT TO THE LAWS OF THE STATE OF FLORIDA.

  
WILLIAM R. DELOACH

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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