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**BODZIN & BODZIN**

**ATTORNEYS AT LAW**

ONE PARK PLACE, SUITE 240  
621 NORTHWEST 53RD STREET  
BOCA RATON, FLORIDA 33487

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Facsimile: (561) 995-1446

Aventura, FL  
Kendall, FL  
Pompano, FL

(305) 931-5000  
(305) 598-5111  
(954) 942-4631

December 7, 1999

Via Federal Express - Overnight Delivery

DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
409 EAST GAINES STREET  
TALLAHASSEE, FLORIDA 32399

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-12/08/99--01043--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: FLORIDA TROPICAL LTD., INC.

Dear Ladies and Gentlemen:

I trust you will find enclosed herewith proposed Articles of Incorporation for the captioned corporation, my personal check no. 7857, made payable to the Secretary of State in the sum of \$78.75, and a Federal Express return airbill.

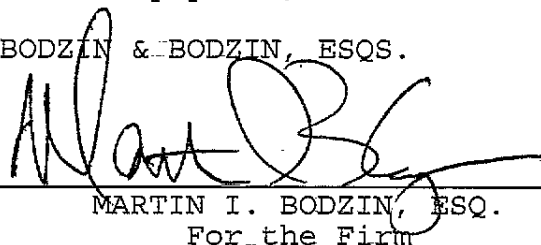
After the Articles have been filed and a certified copy produced, please return the same to me utilizing the enclosed airbill.

I thank you for your always kind attention and cooperation.

Sincerely yours,

BODZIN & BODZIN, ESQS.

By:

  
MARTIN I. BODZIN, ESQ.  
For the Firm

MIB:db  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1999 DEC -8 PM 4: 39

FILED

Martin B. GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Spell out "Limited"  
DATE 12.9.99

FILED

1999 DEC -8 PM 4: 39

ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

FLORIDA TROPICAL LIMITED, INC.

THIS IS TO CERTIFY that we, the undersigned, for the purpose of forming a corporation under the provisions of Florida Statutes 1997, Chapter 607, and statutes amendatory thereof and supplementary thereto, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, and we do certify that:

1. The name of the corporation is:

FLORIDA TROPICAL LIMITED, INC.

2. The major purpose of the corporation will be to engage in the business of owning and operating commercial property for lease to the general public. In addition, the general nature of the business transacted shall be:

To engage in any one or more of the businesses and to exercise any or all of the powers authorized and permitted by the said Statutes to corporation formed thereunder.

Further, and not by way of limitation of the preceding paragraph, to enter into and perform contracts of every kind and nature; to act as agent and representative of other persons and corporations; to own, buy, sell, mortgage or lease real and personal property of every kind and nature and wheresoever situate.

3. The amount of capital stock authorized shall be ONE HUNDRED (100) shares of Common Stock at a par value of TEN (\$10.00) DOLLARS per share.

4. The corporation shall commence business with not less than ONE THOUSAND (\$1,000.00) DOLLARS in cash.

5. The corporation shall have perpetual existence.

6. The post office address of the principal office of the corporation shall be:

11467 SEA GRASS CIRCLE  
BOCA RATON, FLORIDA 33498

7. There shall be one (1) director initially. The number of directors may be changed initially by the sole director and, thereafter, by a majority vote of the directors then in power.

8. The name and post office address of the members of the first Board of Directors, and the Officers, who, subject to the By-Laws of this corporation, shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

NICUSOR IEREMIA

PRESIDENT, VICE-PRESIDENT,


of shares of stock which we agree to take and the value of the consideration therefor, are as follows:

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
NICUSOR IEREMIA 11467 SEA GRASS CIRCLE BOCA RATON, FL 33498	100	\$1,000.00

10. The corporation designates as its registered office the office of BODZIN & BODZIN, Attorneys at Law, Suite 240, 621 Northwest 53rd Street, Suite 240, Boca Raton, Florida 33487 and MARTIN I. BODZIN, ESQ., as its registered agent, and he does hereby accept to act in this capacity, and agrees to comply with the provisions of the Statute relative to keeping open said office at the above address.

11. The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

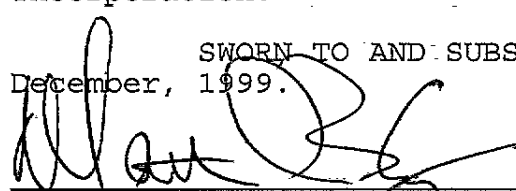
IN WITNESS WHEREOF, we have hereunto set our hands and seals at Boca Raton, Florida, this 6th day of December, 1999.

 [SEAL]  
NICUSOR IEREMIA  
Incorporator/Subscriber

STATE OF FLORIDA ]  
: ss.  
COUNTY OF PALM BEACH ]

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments, appeared NICUSOR IEREMIA, to me personally known or who has produced as identification, and who executed the foregoing Articles of Incorporation, and who, after taking an oath, acknowledged before me that they subscribed to the said Articles of Incorporation.

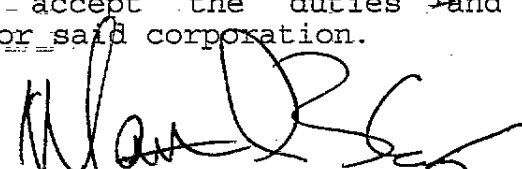
SWORN TO AND SUBSCRIBED before me this 6th day of December, 1999.

  
Notary Public, State of Florida  
at Large  
My Commission Expires:

OFFICIAL NOTARY SEAL  
MARTIN I BODZIN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC765860  
MY COMMISSION EXP. AUG. 20, 2002

ACCEPTANCE

I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED