

~~TRANSMITTAL LETTER~~



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 14, 2001

WILLIAM L. OWENS, ESQ.
4001 TAMiami TRAIL NORTH, STE 404
NAPLES, FL 34103

SUBJECT: FLORA CORP.
Ref. Number: W01000003485

We have received your document for FLORA CORP. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 201A00009210

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORA CORP.

Written Action of the Sole Director By Unanimous Written Consent In Lieu of Special Meeting

Pursuant to the authority of the Delaware General Corporation Law, the undersigned, being the sole Director of FLORA CORP., a Delaware corporation (the "Corporation"), hereby affirmatively VOTES FOR, CONSENTS TO, ADOPTS and APPROVES the following actions by written consent in lieu of a special meeting of the Board of Directors:

WHEREAS, the Corporation desires to transact business in the State of Florida;

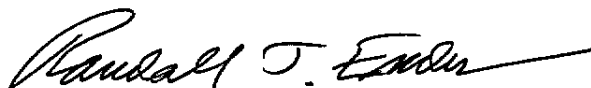
WHEREAS, the name of this Corporation is not available for filing an Application By Foreign Corporation For Authorization To Transact Business In Florida, it is hereby

RESOLVED, that, pursuant to Section 607.1506(1)(b), Florida Statutes, this Corporation shall adopt the alternate name "FLORA CORP. OF SOUTHWEST FLORIDA" for use in transacting business in the State of Florida; and it is further

RESOLVED, that the proper Officers of this Corporation are authorized to take such further actions, execute and deliver all such further agreements, instruments and documents, in the name of the Corporation as in their judgement shall be necessary, proper or advisable in order to carry out the intent and to accomplish the purposes of the actions adopted hereby; and it is further

RESOLVED, that this written action in lieu of special meeting may be executed and transmitted via facsimile machine and such signature shall be deemed to be the original signature of the signatory.

The undersigned has hereunto set his hand effective as the 16th day of January, 2001.



Randall J. Enders

Sole Director and Chairman of the Board

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Flora Corp.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 59-3691972

(FEI number, if applicable)

4. 1/16/01

(Date of Incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2180 Immokalee Road, Suite 208, Naples, Florida 34110

(Principal office address)

2180 Immokalee Road, Suite 208, Naples, Florida 34110

(Current mailing address)

8. any lawful act or activity for which corporations may be organized
under the laws of the applicable jurisdiction

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Randall J. Enders

Office Address: 2180 Immokalee Road, Suite 208

Naples, , Florida 34110

(City)

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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00 FEB 27 PM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Randall J. Enders

Address: 2180 Immokalee Road, Suite 208

Naples, Florida 34110

Vice Chairman: _____

Address: _____

Director: Randall J. Enders

Address: 2180 Immokalee Road, Suite 208

Naples, Florida 34110

Director: _____

Address: _____

B. OFFICERS

President: Randall J. Enders

Address: 2180 Immokalee Road, Suite 208

Naples, Florida 34110

Vice President: _____

Address: _____

Secretary: Randall J. Enders

Address: 2180 Immokalee Road, Suite 208

Naples, Florida 34110

Treasurer: Randall J. Enders

Address: 2180 Immokalee Road, Suite 208

Naples, Florida 34110

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Randall J. Enders, President

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLORA CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
00 FEB 27 PM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0950188

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DATE: 02-01-01