

N 9900005485

LAW OFFICES
GOLDBERG & ASSOCIATES, P.C.
(LIMITED LIABILITY COMPANY INCLUDING NONLAWYERS)
SUITE 700
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WASHINGTON, D.C. 20006
202-835-8282
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E-MAIL: JIMCOUNSEL@AOL.COM

May 11, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/17/99-01126-007
*****87.50 *****87.50

Re: The Colombia Floral Industry Foundation, Inc.

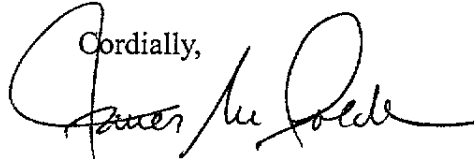
Gentlemen:

Enclosed are an original and one (1) copy of the Articles of Incorporation of the above-named corporation.

Also enclosed is a check for \$87.50 for the filing fee, a certified copy of the Articles and a Certificate of Status.

Please return all to the undersigned at the above address.

Cordially,



James M. Goldberg

Enclosure

FILED
99 MAY 17 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 20 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 16, 1999

JAMES M GOLDBERG
888 16TH ST NW SUITE 700
WASHINGTON, DC 20006

SUBJECT: THE COLOMBIA FLORAL INDUSTRY FOUNDATION, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P99000046053) corporation. Please be advised, we have corrected our records to reflect this corporation as a NONPROFIT corporation and assigned new document number N99000005485 with the original file date of May 17, 1999.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
RoseAnn Vamadore
Corporate Specialist Supervisor
New Filings Section

Letter number: 099A00045527

**ARTICLES OF INCORPORATION
OF
THE COLOMBIA FLORAL INDUSTRY FOUNDATION, INC.**

99 MAY 17 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator, for the purposes of forming a corporation under the Florida Not for Profit Corporation Act (hereinafter the "Act"), hereby adopts the following Articles of Incorporation:

(a) The name of the Corporation is THE COLOMBIA FLORAL INDUSTRY FOUNDATION, INC.

(b) The purpose or purposes for which the Corporation is organized are:

1. To operate exclusively for charitable, scientific, literary, or educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code").
2. To provide emergency relief and long-term assistance to victims of natural disasters.
3. To foster educational opportunities for young people in Colombia and other countries.

In carrying out the foregoing purposes, the Corporation may engage in all activities permitted by the Act incidental to or in furtherance of the above-stated purposes, except as restricted herein. Notwithstanding the foregoing, the Corporation shall not possess or exercise any power or authority, either expressly, by interpretation, or by operation of law, that would prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

(c) The Corporation shall have no members.

(d) The affairs of the Corporation shall be conducted as provided in the Bylaws.

(e) The principal place of business and mailing address of the Corporation are Suite 106, 8725 N.W. 18th Terrace, Miami, FL 33172.

(f) The name and Florida street address of the initial registered agent are Philip P. Nowers, Suite 106, 8725 N.W. 18th Terrace, Miami, FL 33172.

(g) The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Mauricio Jaramillo	7901 N.W. 21 st Street Miami, FL 33122
Gustavo Moreno	1950 N.W. 89 th Place Miami, FL 33172
Philip P. Nowers	8725 N.W. 18 th Terrace Miami, FL 33172

(h) The directors of the Corporation shall be appointed by the President of the Colombia Flower Council with the approval of the Council's Board of Directors. Terms of office for the directors shall be as set forth in the Bylaws.

(i) The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

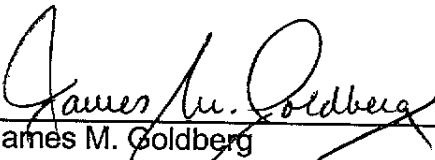
(j) The Corporation shall issue no capital stock.

(k) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall be empowered to make the election authorized under Section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any electoral campaign in support of or opposition to any candidate for public office.

(l) No part of the assets or current or accumulated net income of the Corporation shall be distributed to or divided among its members, directors, officers or other private persons, or shall inure to the benefit of any private individual or shareholder. No compensation, loan, or other payment shall be paid or made to any officer, director, incorporator or member (if any) of the Corporation, or any substantial contributor to the Corporation, except as reasonable compensation for services rendered and/or as reasonable allowance for authorized expenditures incurred on behalf of the Corporation.


(m) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation exclusively to such organization or organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

(n) The name and address of the Incorporator to these Articles of Incorporation are James M. Goldberg, Suite 700, 888 16th Street, N.W., Washington, DC 20006-4103.


James M. Goldberg
Incorporator

Date: May 11, 1999

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept 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.


Philip P. Nowers
Registered Agent

Date: May 14, 1999

99 MAY 17 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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