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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -4 PM 1:51

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AMBROSIA, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY -4 AM 11:19

RECEIVED

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
AMBROSIA, INC.**

FILED
00 MAY -4 PM 1:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is AMBROSIA, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The Corporation shall have a perpetual existence. The beginning of corporate existence shall be the Date of the Filing.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue is 1000 shares of capital stock, .50 par value, Common Shares.

ARTICLE V

The business and property of the corporation shall be managed by a Board of Directors of not fewer than one (1) member, who shall be natural persons of full age, and who shall be elected annually by the shareholders having voting rights, for the term of one year, and shall serve until the election and acceptance of their duly qualified successors. In the event of any delay in holding, or adjournment of, or failure to hold an annual meeting, the terms of the sitting directors shall be automatically continued indefinitely until their successors are elected and qualified. Directors need not be residents of the State of Florida nor shareholders. Any vacancies, including vacancies resulting from an increase in the number of directors, may be filled by the Board of Directors, though less than a quorum, for the unexpired term. The Board of Directors shall have full power, and it is hereby expressly authorized, to increase or decrease the number of directors from time to time without requiring a vote of the shareholders. Any director or directors may be removed with or without cause by the shareholders at a meeting called for such purpose.

ARTICLE VI

This corporation, and any or all of the shareholders of this corporation, may from time to time enter into such agreements as they deem expedient relating to the shares of stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares shall be made in accordance with the provisions of such agreement, provided that before the actual transfer of such shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of the corporation and a reference to such agreement shall be stamped, written or printed upon the certificate representing such shares, and the by-laws of this corporation may likewise include provisions for the making of such agreement, as aforesaid.

ARTICLE VII

The private property of the shareholders of the corporation shall not be subject to the payment of the corporation's debts to any extent whatever.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one(1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws, but shall never be less than one (1).

The name and address of the initial Director is:

NAME

LORI ENGLISH

ADDRESS

3121 W. Hallandale Beach Blvd. Ste. 102
Pembroke Park, Florida 33009

ARTICLE IX

OFFICERS

The name of the initial officers of this corporation, who shall hold such office until his successor for such office shall have been duly elected and qualified, are:

PRESIDENT/TREASURER:

LORI ENGLISH

ARTICLE X

REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of the Corporation is Maria V. Ros, 220 Miracle Mile, Suite 206, Coral Gables, Florida 33134

ARTICLE XII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is 3121 W. Hallandale Beach Blvd. Suite 102, Pembroke Park, Florida 33009.

ARTICLE XIII

LAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the by-laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the by-laws.

ARTICLE XIV

INDEMNIFICATION

The following indemnification provisions shall be deemed to be contractual in nature and not subject to retroactive removal or reduction by amendment.

(a) This corporation shall indemnify any director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, judicial, administrative or investigative, by reason of the fact that he/she is or was serving at the request of this corporation as a director or officer or member of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceeding, including any appeal thereof, if he/she acted in good faith or in a manner he/she reasonably believed to be in, or not opposed to, the best interests of this corporation, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful. However, with respect to any action by or in the right of this corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his/her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Termination of any action, suit or proceeding by judgment, order, settlement, conviction, or in a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct.

(b) The corporation shall also indemnify any director or officer who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection therewith, without the necessity of an independent determination that such director or officer met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such persons.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by the Board of Directors, or duly authorized by a majority of the shareholders.

ARTICLE XV

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, that the foregoing clause shall not apply to any liability of a director for any action for which the Florida General Corporation Act proscribes this limitation and then only to the extent that this limitation is specifically proscribed.

ARTICLE XVI

In furtherance, and not in limitation, of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

(a) To make, alter, amend, and repeal the by-laws of the corporation, subject to the power of the holders of stock having voting power to alter, amend, or repeal the by-laws made by the Board of Directors.

(b) To determine and fix the value of any property to be acquired by the corporation and to issue and pay in exchange therefore, stock of the corporation; and the judgment of the directors in determining such value shall be conclusive.

(c) To set apart out of any funds of the corporation available for dividends, a reserve or reserves for working capital or for any other lawful purposes, and also to abolish any such reserve in the same manner in which it was created.

(d) To determine from time to time whether and to what extent, and at what time and places, and under what conditions and regulations the accounts and books of the corporation, or any of the books, shall be open for inspection by the shareholders and no shareholder shall have any right to inspect any account or book or document of the corporation except as conferred by the laws of the State of Florida, unless and until authorized to do so by resolution of the Board of Directors or of the shareholders.

(e) The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XVII

If the by-laws so provide, the shareholders and the Board of Directors of the corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the corporation, subject to the provisions of the laws of the State of Florida, outside of said state at such place or places as may be designated from time to time by the Board of Directors.

The corporation may, in its by-laws, confer powers upon the Board of Directors in addition to those granted by these Articles of Incorporation, and in addition to the powers and authority expressly conferred upon them by the laws of the State of Florida.

Election of directors need not be by ballot unless the by-laws so provide.

Directors shall be entitled to reasonable fees for their attendance at meetings of the Board of Directors.

ARTICLE XVIII

In case the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are shareholders, directors, or officers, such contracts or transactions shall not be invalidated or in any way affected by the fact that such director or directors have or may have an interest therein which is or might be adverse to the interest of this corporation, provided that such contracts or transactions are in the usual course of business.

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm, shall in any way be affected or invalidated by the fact that any of the directors of this corporation is interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction was authorized or confirmed, and provided, however, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such director may vote thereon to authorize any such contract or transaction with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XIX

AMENDMENT

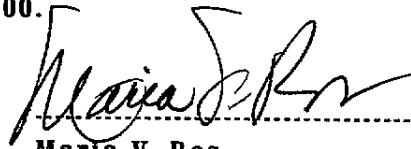
The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in accordance with the provisions of the Florida General Corporation act.

ARTICLE XX

INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is Maria V. Ros, 220 Miracle Mile, Suite 206, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this _____ day of May 3, 2000.

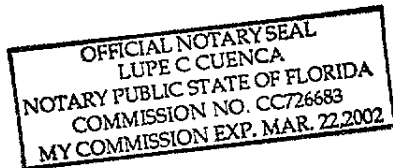


Maria V. Ros

Pl. Owner Lic G 255-558-43-916

State of Florida)
)
County of Miami Dade)

The foregoing instrument was acknowledged before me this 3 day of May 3, 2000, by Maria V. Ros who is personally known to me or who has produced Pl. Owner Lic. as identification and who did/did not take an oath, and who, as Incorporator(s), executed the foregoing Articles of Incorporation of AMBROSIA, INC. and acknowledged before me that he executed those Articles of Incorporation.





NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

**CERTIFICATE OF REGISTERED AGENT
OF
AMBROSIA, INC.**

Pursuant to Sections 607.0501 and 607.0505 of the Florida Statutes, the following is submitted in compliance therewith:

That AMBROSIA, INC. desiring to organize under the laws of the State of Florida with its principal office at 3121 W. Hallandale Beach Blvd. Suite 102, Pembroke Park, Florida 33009 has named Maria V. Ros at 220 Miracle Mile, Suite 206, Coral Gables, County of Miami Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, Maria V. Ros accepts to act in this capacity. Maria V. Ros further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties, and is familiar with and accepts the obligations of the position as Registered Agent, including the obligations provided in Florida Statutes Section 607.0505(1995).

Dated this 3 day of May, 2000

BY: _____

Maria V. Ros

FILED
00 MAY -4 PM 1:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA