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MAY 23, 2000

Florida Department of State  
Katherine Harris  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee Florida 32314

FILED  
00 MAY 31 PM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Arauca Botanica & Floreria Inc.

Lady.

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 122.50

This represent the cost of the filing fees, Certified copy of Articles of Incorporation and fee for Registered agent designation for the above named corporation.

Please at the same time we requesting and application for registration of Fictitious name

Very truly yours

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-05/31/00--01038--009  
\*\*\*\*122.50 \*\*\*\*\*78.75

  
Ines Perez  
President  
Arauca Botanica & Floreria Inc.

Mailing Address of Corporation: Ines Perez  
Arauca Botanica & Floreria Inc.  
3419 W 74th Street  
Hialeah, Florida 33018

F. CHESSEN JUN 9 2000

ARTICLES OF INCORPORATION

Of: ARAUCA BOTANICA & FLORERIA INC.

The undersigned subscriber (s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida

ARTICLE I CORPORATE NAME:

The name of the Corporation shall by : ARAUCA BOTANICA & FLORERIA INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 3419 WEST 74 ST HIALEAH, FLORIDA 33018

ARTICLE III DURATION AND PURPOSE.

This Corporation shall exist perpetually unless dissolved according to Florida law  
This Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV STOCKS.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 (one) each par value common stock, which shall be designated "Common Shares".

ARTICLE V RESTRICTIONS ON THE TRANSFER OF STOCKS.

Shares of capital stocks of this corporation shall be issued initially to the following persons in the amount set opposite their name.

INES PEREZ	50	Shares
ORLANDO RODRIGUEZ	25	Shares
EDUARDO CANCIO	25	Shares

shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

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TALLAHASSEE, FLORIDA

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

*This shall have Two ( 3 ) directors initially. The number of directors may be - either increased or diminished from the time to time by the By-laws, but shall never be less than one (1) The names and addresses of the initial director(s) of the corporation are as - follows:*

*Name: INES PEREZ President  
Address: 3419 W 74TH STREET City: HIALEAH State: Florida Zip:33018  
Name: ORLANDO RODRIGUEZ Vice-President  
Address: 3419 W 74 TH STREET City:HIALEAH State: Florida Zip:33018  
Name: EDUARDO CANCIO Sec.Treasurer  
Address:3419 W 74 th STREET City: HIALEAH State: Florida Zip:33018*

#### ARTICLE VII PREEMPTIVE RIGHTS.

*Each shareholder ,upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.*

#### ARTICLE VIII SHAREHOLDERS QUORUM AND VOTING.

*Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of shareholders.*

#### ARTICLE IX CUMULATIVE VOTING.

*At each election for directors each shareholder entitled to vote at such election shall have - the right to comulate his votes by giving one candidate as many votes as the number of---- directors to be elected at that time multiplied by the number of his shares,or by distributing such votes on the same principle among any number of such candidates.*

#### ARTICLE X CALLING OD SPECIAL MEETING.

*Special meeting of the shareholders may be called by the Board of Directors.*

#### ARTICLE XI BYLAWS

*The power to adopt,alter,amend and repeal bylaws shall be vested in the Board of Directors And the shareholders.*

ARTICLE XII AMENDMENT.

This corporation reserves the right to amend or repeal any provisions contained in these - Articles of Incorporation, any amendment hereto, and any right conferred upon the share- holders is subject to this reservation.

ARTICLE XIII RIGHT UPON LIQUIDATION OR DISSOLUTION.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this - corporation, The holders of record of the common shares all receive a ratable distribution of the asset of the corporation.

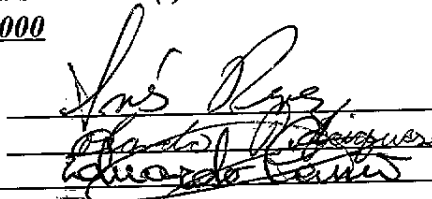
ARTICLE XIV INCORPORATORS.

The name and street address of the person(s) signing these Articles of Incorporation are as follows:

Name: INES PEREZ	<u>President</u>
Address: 3419 W 74 TH STREET	
City: HIALEAH State: Florida	Zip: 33018
Name: ORLANDO RODRIGUEZ	<u>Vice-President</u>
Address: 3419 W 74 TH STREET	
City: HIALEAH State: Florida	Zip: 33018
Name: EDUARDO CANCIO	<u>Sec. Treasurer</u>
Address: 3419 W 74th STREET	
City: HIALEAH State: Florida	Zip: 33018

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles----- of Incorporation this : 24th Day of May, 2000

Ines Perez  
Orlando Rodriguez  
Eduardo Cancio



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE XV INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Ines Perez

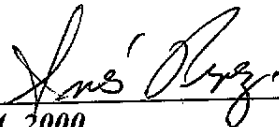
The street address of the initial registered agent of this corporation is: \_\_\_\_\_

3419 West 74th Street Hialeah, Florida 33018

Having been named to accept service of process for the above stated corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete - performance of my duties, and I accept the duties and obligations of section 607.325 of Florida statutes.

Agent Sign

Date: May 24, 2000



STATE OF FLORIDA

COUNTY OF Broward

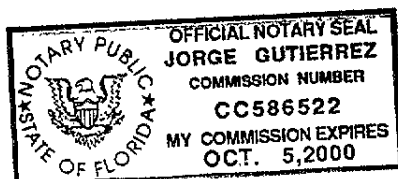
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

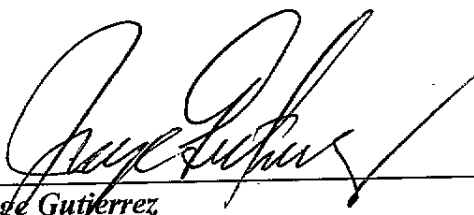
Before me , an officer duly authorized in the State of aforesaid and in the County aforesaid,  
to take acknowledgements, personally appeared .

Ines Perez, Orlando Rodriguez, & Eduardo Cancio

to me known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that They executed these Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid this 24th Day of May , 2000



  
Jorge Gutierrez  
Notary Public State of Florida at Large