

**MUCHNICK  
WASSERMAN  
DOLIN &  
LEVINE, LLP**

Attorneys At Law

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Merle Litman (1926-1977)

\* Certified Family Law Mediator  
\*\* Also Admitted Ohio Bar

Aug 16, 2000

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

200003359152--8  
-08/16/00--01038--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Articles of Incorporation of 21<sup>st</sup> Century Farms, Inc.**

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office with regard to the above referenced corporation, together with our firm's check in the amount of \$78.75 which covers the following:

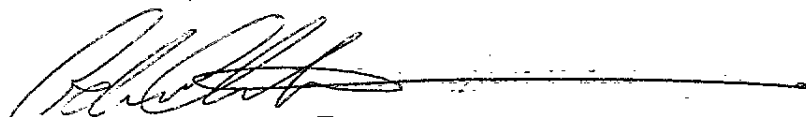
1.	Filing Fee	\$35.00
2.	Registered Agent Fee	\$35.00
3.	Certificate of Status	<u>\$ 8.75</u>
		\$78.75

Kindly process the Articles of Incorporation and return one copy in the enclosed pre-stamped envelope with the filing date and certificate number stamped on it.

Thank you for your courtesy and cooperation in this regard.

Very truly yours,

MUCHNICK, WASSERMAN, DOLIN &  
LEVINE, LLP

  
Adam S. Chotiner, Esq.

ASC:dt  
Enclosures

FILED  
00 AUG 16 AM 9:32  
TALLAHASSEE, FLORIDA

T. Burch AUG 23 2000

Reply to:

☒ Hollywood Office • Presidential Circle  
4000 Hollywood Boulevard • Suite 620 North • Hollywood, Florida 33021  
Broward (954) 989-8100 • Dade (305) 624-9100 • Fax (954) 989-8700

☐ Boca Raton Office • 1 Boca Place  
2255 Glades Road • Suite 236 West • Boca Raton, Florida 33431  
Boca Raton (561) 989-0054 • Broward (954) 989-8100 • Fax (561) 989-3234

**ARTICLES OF INCORPORATION**

**OF**

**21<sup>st</sup> CENTURY FARMS, INC.**

FILED  
09 AUG 16 AM 9:32  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**Name of Corporation**

The name by which this Corporation will be known, and under which it will conduct business shall be: **21<sup>st</sup> CENTURY FARMS, INC.**

**ARTICLE II**

**Term of Duration**

This Corporation shall have perpetual existence commencing upon the date of filing.

**ARTICLE III**

**Nature of Business**

The general nature of the business, proposed object, and/or purpose to be transacted, promoted, and/or carried on are to do any and all things; both as Principals and/or Agents, as

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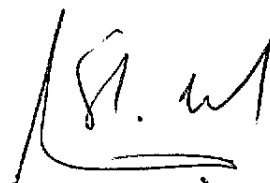
hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporations might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be: import and distribution of fresh cut flowers and other objects complimentary to fruits and flowers.

In addition to the above, the Corporation shall be entitled to do the following:

A. Engage in wholesale and retail distribution of, sale of, design of and maintenance of, any and all types of products whether it be for public or private use or sale.

B. Purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, maintain, handle on consignment, own, hold for investment or otherwise use, exercise, operate, manage, conduct, perform, enjoy, make, borrow, guarantee, contract in respect of, trade and deal in, sell (whether wholesale or retail), cater, exchange, mortgage, pledge, expand, encumber, transfer, assign and in all other ways dispose of, assemble, build, construct, operate, manufacture, place, cultivate, produce, market, and in all other ways (whether like or unlike the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible, intangible, wherever situated and however held, including, but not limited to food, liquor, restaurant products, money, credits, choses in action, securities, stocks, bonds, warrants, certificates, debentures, mortgages, notes on commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation (foreign or domestic) or of any government or subdivision, or agency thereof.

A handwritten signature in dark ink, appearing to be "S. M.", with a horizontal line underneath.

C. Hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, principal or trustee.

D. Promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

E. Let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

F. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business, purpose, or object of, or attaining to the business, purpose, or object of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BYLAWS, necessary or incidental to the protection or benefit of the Corporation as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

#### ARTICLE IV

##### Capitalization

The amount of capital with which this Corporation will begin business shall be 1000 shares at \$10.00 par value.

This Corporation shall be authorized to issue any amount of additional Shares of Stock (of whatever classes, Common and/or Preferred) and whatever series when and for such consideration



.as may be determined from time to time by the Board of Directors at a meeting of the Board of Directors called for that purpose.

## ARTICLE V

### Directors

The business, purpose, and object of this Corporation shall be managed by the Board of Directors which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of Three (3) Directors, one of whom who shall act as its Chairman, and the Board shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of Three-Fourths (3/4) of the Shares of Stock entitled to vote thereon (or in the manner provided for by Law), but shall number of directors never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The name(s) and address(es) of the initial Director(s) is/are:

1.     NAME:       IVAN MANTILLA, Chairman  
       ADDRESS:   P.O. Box 848292  
                  Hollywood, Florida 33084
2.     NAME:       SALVADOR MELENDEZ, Board Member  
       ADDRESS:   P.O. Box 848292  
                  Hollywood, Florida 33084
3.     NAME:       MARIO LEON, Board Member  
       ADDRESS:   P.O. Box 848292  
                  Hollywood, Florida 33084

## ARTICLE VI

### Officers

The Board of Directors may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit and/or furtherance of the business, purpose, and/or object of this Corporation and/or any and all of its Subsidiaries and/or Divisions. The Stockholders may make recommendations as to naming, election, and/or appointment of prospective Officers. However, the Stockholders may not name, elect, and/or appoint a prospective Officer over the objection of the Board of Directors. The Officers of this Corporation shall report directly to the Board of Directors to whom they shall be held accountable.

The name(s) and address(es) of the initial Officer(s) is/are:

1. NAME: IVAN MANTILLA, President  
ADDRESS: P.O. Box 848292  
Hollywood, Florida 33084
2. NAME: SALVADOR MELENDEZ, Vice President  
ADDRESS: P.O. Box 848292  
Hollywood, Florida 33084
3. NAME: MARIO LEON, Treasurer and Secretary  
ADDRESS: P.O. Box 848292  
Hollywood, Florida 33084

## ARTICLE VII

### Principal Office

The initial post office address of the Principal Office of this Corporation shall be: P.O. Box 848292, Hollywood, Florida 33084. The Board of Directors may from time to time move the

A handwritten signature in black ink, appearing to be "S. M.", is located in the bottom right corner of the page.

Principal Office to any other address that the Board of Directors considers to be in the best interest of this Corporation.

## ARTICLE VIII

### Subscriber

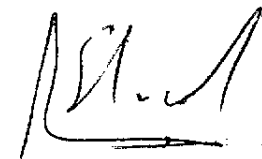
The name and address of the Initial Incorporator and Subscribers to these ARTICLES OF INCORPORATION, the number of Shares that they agree to and the aggregate value of said consideration is as follows:

<u>Names &amp; Addresses</u>	<u>No of Shares</u>	<u>Consideration</u>
IVAN MANTILLA P.O. Box 848292 Hollywood, Florida 33084	475	\$4750.00
SALVADOR MELÉNDEZ P.O. Box 848292 Hollywood, Florida 33084	50	\$500.00
MARIO LEON P.O. Box 848292 Hollywood, Florida 33084	475	\$4750.00

## ARTICLE IX

### Subsidiaries

This Corporation may create or from, or cause to be created or formed: any and all Subsidiaries, domestic and/or foreign, as the Directors (with the advice and consent of the Shareholders) may from time to time determine.

A handwritten signature in black ink, appearing to be 'M.A.' or similar, with a long horizontal stroke extending to the right.

## **ARTICLE X**

### **Divisions**

This Corporation may create or form, or cause to be created or formed; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business, purpose, and/or object of this Corporation and/or any and all Subsidiaries thereof.

## **ARTICLE XI**

### **Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which the stock offered to others.

## **ARTICLE XII**

### **Amendments**

The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of 3/4 of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

A handwritten signature in black ink, appearing to be "J. A. [unclear]", written in a cursive style.



**ARTICLE XIII**

**ByLaws**

The Stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal the BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this Corporation and providing for the purchase and/or redemption by the Corporation of such shares of Stock, providing, however, that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation, business, purpose, and/or object of this Corporation.

WHEREFORE, for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida, the undersigned has made, subscribed to, executed, and acknowledges these ARTICLES OF INCORPORATION this 3<sup>rd</sup> day of July, A.D., 2000.

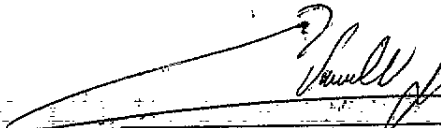
  
\_\_\_\_\_  
IVAN MANTILLA, Incorporator

AFFIDAVIT

COUNTRY OF ECUADOR }  
CITY OF QUITO }

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this 31 day of july, 2000, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, IVAN MANTILLA, who is personally known to me ☒ or who produced \_\_\_\_\_, as identification, to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be her/his/their free act and deed for the uses, purposes, and objects therein mentioned.

  
NOTARY PUBLIC

Print Name: PABLO VELA VALLEJO

Notario Vigésimo Sexto Suplente Cantón Quito  
ECUADOR

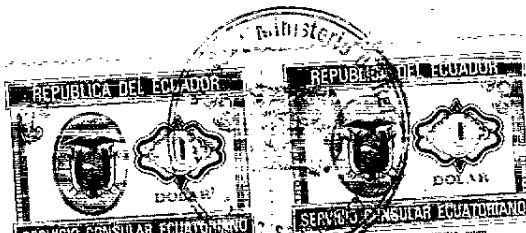
REPUBLICA DEL ECUADOR  
MINISTERIO DE RELACIONES EXTERIORES  
CERTIFICACION No. 14630

FECHA: 2 - AGO 2000

CERTIFICO que la firma precedente de  
Pablo Vela V. Notario 26  
de Quito

es AUTENTICA.

  
PABLO E. CASTRO E.  
OFICIAL ADMINISTRATIVO 2



14630

REPUBLIC OF ECUADOR )

PROVINCE OF PICHINCHA )

CITY OF QUITO ) SS:

EMBASSY OF THE UNITED )

STATES OF AMERICA )

I, Robert C. DeWitt, Consul of the United States of America at Quito, Ecuador,  
duly commissioned and qualified, do hereby certify that :

**PABLO E. CASTRO E.**

whose signature and official seal are respectively, subscribed and affixed to the foregoing  
certificate, was on the date thereof Director of the Legalization Department of the  
Ministry of foreign affairs of the Republic of Ecuador, duly commissioned and qualified  
to whose official acts faith and credit are due.

Quito, Ecuador                     AUG 2 2000                    



Robert C. DeWitt  
Consul of the United States of America

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501 or §617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

21<sup>st</sup> CENTURY FARMS, INC.

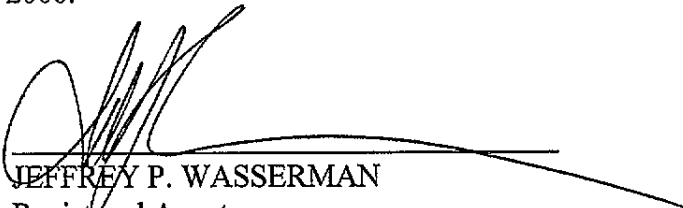
2. The name and address of the registered agent and office is:

JEFFREY P. WASSERMAN  
Presidential Circle, Suite 620-North  
4000 Hollywood Boulevard  
Hollywood, Florida 33021

FILED  
00 AUG 16 AM 9:32  
TALLAHASSEE, FLORIDA

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 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DATED this 7 day of AUG, 2000.

  
JEFFREY P. WASSERMAN  
Registered Agent