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FILED

JUAN LUCIO & COMPANY

3948 Adra Avenue

Miami, FL 33178

(305) 593 9106 - (305) 594-4457

00 AUG 30 AM 10:49

Accountants

Tax Consultants

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 28, 2000

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SECRETARY OF STATE
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

RE: DESTINY FLOWER FARMS, INC.

Gentlemen:

Enclosed please find original Articles of Incorporation of DESTINY FLOWER FARMS, INC. to be processed, along with a check for \$ 78.75 which include the filing fees, certificate under seal and registered agent designation.

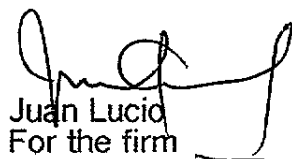
As of today, the name was available according to your office. In the event there is a problem, please feel free to contact the undersigned.

Since time is of the essence, we would appreciate your processing the foregoing application at your earliest convenience.

Your cooperation will be appreciated.

Sincerely yours,

JUAN LUCIO & COMPANY


Juan Lucio
For the firm

JL:ll
Enclosures

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ARTICLES OF INCORPORATION

OF

DESTINY FLOWER FARMS, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation is: **DESTINY FLOWER FARMS, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue **FIVE HUNDRED (500)** shares of **ONE AND NO% DOLLARS (\$ 1.00)** par value common stock, which shall be designated **"COMMON SHARES"**.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The mailing and street address of the initial registered office is 9460 SW 4th Ln, Miami, Fla 33174 and that of the principal office of this corporation is, 9460 SW 4th Ln, Miami, Fl 33174 and the initial registered agent of this corporation at that address is **O. Lidia Collazo**.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have **ONE (1)** director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

O. Lidia Collazo

**9460 SW 4th Lane
Miami, Florida 33174**

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

O. Lidia Collazo

**9460 SW 4th Lane
Miami, Florida 33174**

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE X - RIGHT OF SHAREHOLDERS TO DISSENT

The approval of the shareholders of this corporation shall have the right to dissent from any corporate action from which shareholders are entitled to dissent under the Florida General Corporation Act.

ARTICLE XI - MEETING BY CONFERENCE TELEPHONE

Members of the Board of directors may participate in meeting of the Board of Directors by mean of conference telephone as provided by law.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

ARTICLE XIII

The shares of this corporation may be issued pursuant to the provision of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 28th day of August 2000



O. Lidia Collazo

CERTIFICATE OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That **DESTINY FLOWER FARMS, INC.** Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida has named **O. LIDIA COLLAZO** located at 9460 SW 4th Land, Miami, Fl 33174. City of Miami, County of Dade, State of Florida as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

by *O. Lidia Collazo*
O. LIDIA COLLAZO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

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OF

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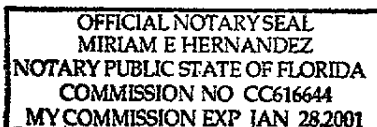
COUNTY OF DADE

:

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **O. LIDIA COLLAZO**, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those article of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28TH day of August, 2000

Notary Public Seal



Miriam E. Hernandez
Notary Public, State of
Florida at Large