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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (950) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

TROPICAL FLOWERS & FRUITS, CORP.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
TROPICAL FLOWERS & FRUITS, CORP**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is **TROPICAL FLOWERS & FRUITS, CORP**

ARTICLE II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Agent of this Corporation shall be:

KLEMENS FRANK KLOTZNER
6106 West Gate Drive - Suite 204
ORLANDO, FL 32835 - USA

ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

6106 West Gate Drive - Suite 204
ORLANDO, FL 32835 - USA

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ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be Three (03) Initially. The name and street address of the initial Directors is:

KLEMENS FRANK KLOTZNER
ROBERTO ACUÑA
JORGE HERNANDEZ
6106 West Gate Drive - Suite 204
ORLANDO, FL 32835 - USA

ARTICLE VI: OFFICERS

The initial President, Secretary and Treasurer of the Corporation is

KLEMENS FRANK KLOTZNER, President
ROBERTO ACUÑA, Secretary
JORGE HERNANDEZ, Treasurer

ARTICLE VII: STOCK

The maximum number of shares that this corporation is authorized to issue and have outstanding is One Thousand Shares.

ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

KLEMENS FRANK KLOTZNER
6106 West Gate Drive - Suite 204
ORLANDO, FL 32835 - USA

ARTICLE IX: AMENDMENTS

This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments thereto.

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LAW OFFICES OF SAMUEL D. BLANCO
2050 Coral Way - Suite 303, Miami, Florida 33145 • Telephone (305) 860-0901 • Fax (305) 860-0905

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of the 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:

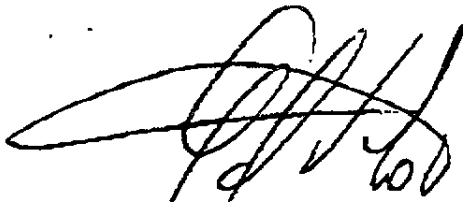
The name of this corporation is **TROPICAL FLOWERS & FRUITS, CORP**

The name and address of the Registered Agent and Registered Office is:

KLEMENS FRANK KLOTZNER
6106 West Gate Drive - Suite 204
ORLANDO, FL 32835 - USA

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 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.

DATED: OCTOBER 25, 2000



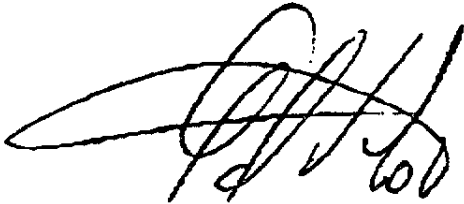
KLEMENS FRANK KLOTZNER

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IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR
HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS
OCTOBER 25, 2000



KLEMENS FRANK KLOTZNER
Incorporator

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