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AUTHORIZATION :

*Patricia Pujols*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ORDER DATE : December 5, 2000

ORDER TIME : 10:03 AM

ORDER NO. : 919416-005

CUSTOMER NO: 83487A

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CUSTOMER: Nelson C. Keshen, Esq  
Nelson C. Keshen, P.a.

Suite 1511  
9130 South Dadeland Boulevard  
Miami, FL 33156

DOMESTIC FILING

NAME: HOLEX USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115  
EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

HOLEX USA, INC.

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The undersigned, being over the age of eighteen (18) years and competent to contract, hereby present these Articles for the formation of a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

CORPORATE NAME

The name of the corporation is **HOLEX USA, INC.**

ARTICLE II

PURPOSES & POWERS

The general nature of the business or business to be transacted by this Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and to possess and exercise all the powers and privileges granted by the laws of the State of Florida and by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or purposes of the corporation, including, without limitation:

1. To import, export, buy, and sell flowers and bulbs and to do all things necessary in connection with the conduct of such business; and to engage and conduct other business and commercial undertakings.
2. To purchase, lease, manufacture or otherwise acquire, to hold, own, develop and operate; to sell, lease or otherwise dispose of machinery, appliances and equipment necessary, convenient or incident to the operation or manufacture of its business.
3. To purchase, lease, or otherwise acquire, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value, in any and all foreign countries, subject to the laws of any such state, districts, territories, or countries.
4. To promote and assist, financially or otherwise, corporations, firms, syndicates, associations, individuals, and others and to give any guaranty in connection therewith or otherwise for the payment of money or for the performance of any other undertaking or obligation.
5. To cause to be formed, merged, reorganized, or liquidated, and to promote, take charge of, and aid in any way permitted by law the formation, merger, liquidation, or reorganization of any

corporation, association or organization of any kind, domestic or foreign; and to form, organize, promote, manage, control, and maintain, and to dissolve, merge, or consolidate one or more corporations, in the stock or other securities of which this corporation may be or become interested, for such purpose or purposes as may aid or advance the objects and purposes of this Corporation.

6. To acquire all or any part of the good will, rights, franchises, property, and business of any person, firm, association, or corporation engaged in any business, and to pay for it in cash or in stock or obligations of the Corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in a lawful manner the whole or any part of the business thus acquired.
7. To apply for, obtain, register, purchase, license, otherwise acquire, own, hold, use, operate, deal in, introduce, sell, assign, exchange, lease, license, otherwise dispose of or deal with, in whole or in part, any trade names, trademarks, distinctive marks, copyrights, patents, inventions, formulas, secret processes, licenses, concessions, improvements, processes or the like used in connection with, or secured under, letters patent of the United States of America, or the laws of any other jurisdiction, or otherwise; and to issue, exercise, develop and grant licenses or otherwise turn them to account such trade names, trademarks, distinctive marks, copyrights, patents, inventions, formulas, secret processes, licenses, concessions, improvements, processes and the like.
8. To enter into partnership agreements and joint ventures with any person, firm, association, or corporation engaged in carrying on any business in which the Corporation is authorized to engage, or in connection with carrying out all or any of the purposes of this Corporation.
9. To indorse or guarantee the payment of principal of, or interest on, bonds, notes, or other evidences of indebtedness or obligations, and to guarantee the performance of any other contracts or other undertakings in which the Corporation may otherwise be or become interested, or any corporation, association, partnership, firm, trustee, syndicate, individual, or governmental division or subdivision, domestic or foreign, insofar as may be permitted by law.
10. To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant, store, or other facility.
11. To undertake, contract for, or carry on any business incidental to or in aid of, or convenient or advantageous in pursuance of, any of the objects or purposes of the Corporation.
12. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

### ARTICLE III

#### AUTHORIZED SHARES

The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares of common stock of no par value.

ARTICLE IV

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE V

POST OFFICE ADDRESS

The principal office or place of business of the Corporation shall be 3301 NW 97th Avenue, Miami, Florida 33172 or such other place as may be designated by the Board of Directors.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent for the corporation and the registered office for the Corporation are as follows:

NELSON C. KESHEN, ESQ.  
9130 So. Dadeland Boulevard, Suite 1511  
Miami, Florida 33156

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of the Corporation shall be no less than one (1) nor more than five (5) as shall be from time to time determined by the Board of Directors. The initial Board of Directors shall consist of one (1) Director.

ARTICLE VIII

NAME AND ADDRESS OF DIRECTOR

The initial Director of the Corporation is:

PAUL DEEN  
3301 NW 97th Avenue  
Miami, Florida 33172

ARTICLE IX

NAME AND ADDRESS OF SUBSCRIBER

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

TERESA SUAREZ  
9130 So. Dadeland Boulevard, Suite 1511  
Miami, Florida 33156

ARTICLE X

BY-LAWS

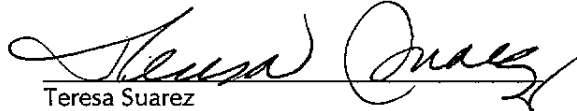
The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to repeal or change by the stockholders.

ARTICLE XI

INDEMNIFICATION

The Corporation shall have the power to indemnify directors, officers, employees, and agents of the Corporation pursuant to the provisions of Chapter 607.0850, Florida Statutes, as the same may be from time amended.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Miami-Dade County, Florida for the uses and purposes aforesaid, this 4<sup>th</sup> day of December, 2000.

  
Teresa Suarez

STATE OF FLORIDA                    )

SS:

COUNTY OF MIAMI-DADE        )

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of December, 2000, by Teresa Suarez who is personally known to me.

  
NOTARY PUBLIC-STATE OF FLORIDA

**NOTARY PUBLIC - STATE OF FLORIDA**  
**MARLENE FEIT-TURNER**  
**COMMISSION # CC639290**  
**EXPIRES 5/20/2001**  
**BONDED THRU ASA 1-888-NOTARY1**

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR SERVICE OF PROCESS WITHIN THIS STATE

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **HOLEX USA, INC.** desires to organize as a Corporation under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Miami, County of Miami-Dade, State of Florida, and has named NELSON C. KESHEN, ESQ. as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the 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 said office.



\_\_\_\_\_  
RESIDENT AGENT