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February 15, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

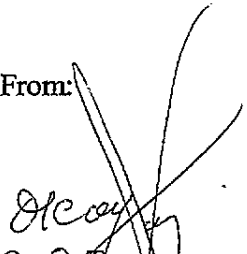
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

SUBJECT: AEROFRESH FLOWER CARGO, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent of Aerofresh Flower Cargo, Inc., and the filing fee check for \$ 78.75.

From:


Oscar Torres
9782 S.W. 133 Terrace
Miami, FL 33176
(305) 251-9394

F. CHESTER

FEB 21 2000

✓

ARTICLES OF INCORPORATION
OF
AEROFRESH FLOWER CARGO, INC.

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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:
AEROFRESH FLOWER CARGO, INC.

ARTICLE II

Term of Duration

This Corporation shall have perpetual existence.

ARTICLE III

Nature of Business

This Corporation may engage in any and all activities, businesses, and/or objects, both as Principals and/or Agents, as fully and to the same effect and/or extent as natural persons and/or other Corporations are permitted under the Laws of the State of Florida.

ARTICLE IV

Capitalization

The amount of capital with which this Corporation will begin business shall be 1,000 shares at \$1.00 par value.

This Corporation shall be authorized to issue any amount of additional Shares of stock (Common and/or preferred) 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 Board of Directors shall manage the businesses, purposes and objects of this Corporation. Initially, the Board shall be composed of two (2) Directors, who 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. Such AMENDMENT shall be approved by the affirmative vote of Three-Fourths (3/4) of the Share of Stock entitled to vote thereon (or in the manner provided for by Law), but shall 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 names and addresses of the initial Directors are:

1. OSCAR TORRES
9782 SW 133rd Terrace
Miami, FL 33176
2. MARIA DEL CARMEN TORRES

9782 SW 133rd Terrace
Miami, FL 33176

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 businesses, purposes and/or objects 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 objections 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 names and addresses of the initial Officers are:

1. OSCAR TORRES – President
9782 SW 133rd Terrace, Miami, FL 33176
2. MARIA DEL CARMEN TORRES – Secretary/Treasurer
9782 SW 133rd Terrace, Miami, FL 33176

ARTICLE VII

Principal Office

The initial post office address of the Principal Office of this Corporation shall be 9782 SW 133rd Terrace, Miami, FL 33176. The Board of Directors may from time to time move the 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 names and addresses of the Initial Incorporators and Subscribers to these ARTICLES OF INCORPORATION, the number of Shares that they agree to subscribe to and the aggregate value of said consideration is as follows:

| <u>Names & Addresses</u> | <u>No. of Shares</u> | <u>Consideration</u> |
|---|----------------------|----------------------|
| Oscar Torres 9782 SW 133 rd Terrace Miami, FL 33176 | 500 | \$1.00 |
| Maria del Carmen Torres 9782 SW 133 rd Terrace Miami, FL 33176 | 500 | \$1.00 |

ARTICLE IX

Subsidiaries

This Corporation may create or form, 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.

ARTICLE X

Divisions

This Corporation may create or form 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 businesses, purposes and/or objects of this Corporation.

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 already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others. If any stockholder wants to sell his shares, the other stockholders will have the right of first refusal IE stockholders will have right to match any Bona Fide offer made for the shares of another stockholder.

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 Three-Fourths (3/4) of the share of Stock entitled to vote thereon at a meeting of the stockholders called for that purpose.


ARTICLE XIII

ByLaws

The stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION.

WHEREFOR, for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida, the undersigned incorporators have executed these Articles of Incorporation this fifteenth day of February, 2001.


Oscar Torres, Incorporator


Maria del Carmen Torres, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 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 AEROFRESH FLOWER CARGO, Inc.
2. The name and address of the registered agent and office is:
Oscar Torres
9782 SW 133 Terrace
Miami, FL 33176

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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 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.



Signature



Date