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Transmittal Letter

FILED  
01 APR 17 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 2, 2001

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

000004012930--6  
-04/17/01--01050--003  
\*\*\*175.00 \*\*\*\*\*87.50

**Subject: Quetzal Growers, Inc.**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$ 87.50      Filing Fee, Certified copy and Certificate

**FROM:      Deborah Pastran**  
**333 NE Campbell Drive**  
**Homestead, FL 33090**  
  
**305-246-2122**

B. BROWN APR 19 2001

**Articles of Incorporation  
of  
Quetzal Growers, Inc.**

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**I.  
Name**

The name of the Corporation is **Quetzal Growers, Inc.**, hereinafter referred to as the "Corporation".

**II.  
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.  
Principal Office and Registered Agent**

The principal office of the Corporation is **30602 SW 214 Avenue, Florida City, Florida 33034**. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is **Santiago Gaspar, 18820 SW 355 Terrace, Florida City, Florida 33034**.

**IV.  
Duration**

The duration of the Corporation shall be perpetual.

**V.  
Initial Business**

The initial business of the Corporation shall be: **Wholesale Nursery**

**VI.  
Capital Stock**

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is **100**, each share to have a par value of **\$1.00**. Corporation Common Stock shall all have the same rights with respect to voting, dividends, liquidation, and as to any and all other rights and privileges of share ownership.

**VII.**  
**Incorporators**

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
<b>Deborah Kaicher Pastran, Esq.</b>	<b>333 NE Campbell Drive Homestead, Fl 33090</b>

**VIII.**  
**Directors**

The number of directors constituting the initial Board of Directors of the Corporation is: **3**  
The name(s) and addresses of the persons who are appointed to act as the initial directors of the Corporation are:

<u>Director Name</u>	<u>Director Address</u>
<b>Francisco Andres</b>	<b>529 SW 7 Court Florida City, Fl 33034</b>
<b>Santiago Gaspar</b>	<b>18820 SW 355<sup>th</sup> Terrace Florida City, Fl 33034</b>

**IX.**  
**No Personal Liability**

The private property of the stockholders shall not be subject to the payment of corporate debts.

**X.**  
**Operating Provisions**

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

**XI.**  
**Fiscal Year**

The fiscal year of the Corporation shall be from **January 1** to **December 31** of each year.

**XII.**  
**Articles of Incorporation**

The Shareholders reserve the right to revise, replace, restate, and amend the Articles of

Incorporation of the firm. A majority vote is required for any revision amendment, or change to the Articles.

**XIII.**

**When Articles of Incorporation Effective**

This corporation and its Articles shall become effective when properly filed by the Florida Department of State.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 11 day of April, 2001.

[Signature]  
Signature/Incorporator

April 11, 2001  
Date

*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]  
Signature/Registered Agent

April 12, 2001  
Date

State of Florida

County of Miami-Dade

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, on this day personally appeared Santiago Gaspar, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 12<sup>th</sup> day of April, 2001.

[Signature]  
Notary Public in and for the  
State of Florida

My Commission Expires:

