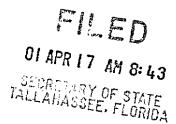
D0/000039496

Transmittal Letter



April 2, 2001

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

000004012930--E -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

Articles of Incorporation of Quetzal Growers, Inc.



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. <u>Initial Business</u>

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:

Incorporator Name

Incorporator Address

Deborah Kaicher Pastran, Esq.

333 NE Campbell Drive Homestead, Fl 33090

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:

Director Name

Director Address

Francisco Andres

529 SW 7 Court

Florida City, Fl 33034

Santiago Gaspar

18820 SW 355th Terrace Florida City, Fl 33034

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.

2001.		
Signature/Incorporator		
April 11, 2001		
Having been named as registered agent and to accept service of in this certificate, I hereby accept the appointment as registere comply with the provisions of all statutes relating to the proper and accept the obligations of my position as registered agent.	ed agent and agree to act in this capacity. I further agree er and complete performance of my duties, and I am famili	to
Signature/Registered Agent April 12,2001	TAC CALL	O PR
State of Florida		17 AM 8: 43
County of <u>Mam- Dade</u>	LORIDA	:5
BEFORE ME, the undersigned authority Santago Gaspar, known name is subscribed to the foregoing document, same for the purposes and consideration therein	n to me to be the person described in, and w who on oath stated to me that he/she execut	/hose ted the
SUBSCRIBED AND SWORN TO BEF	FORE ME this the 12th day of	
Note	Molle & Fishir tary Publican and for the	

State of Florida

My Commission Expires:

