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TRANSMITTAL LETTER

FILED

02 MAR 11 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

50005080035--3
-03/11/02--01037--004
*****78.75 *****78.75

Subject: AGROFLORA OF FLORIDA INC

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

| | | | |
|------------|-----------------------------|----------------------------|---|
| 70.00 | 78.75 | 122.50 | 131.25 |
| Filing fee | Filing Fee & Certificate | Filing Fee & Cert. Copy | Filing Fee, Cert. Copy and Certificate |

FROM: _____

Ochoa's Accounting

30511 SW 148th Avenue

Homestead, FL 33033

Office: (305) 247-6603

Fax: (305) 242-3645

CB 3-19

**ARTICLES OF INCORPORATION
OF
AGROFLORA OF FLORIDA INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a Corporation under the Florida Corporation Act, and under the guidelines and regulation of the Code of the Internal Revenue Service, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this Corporation shall be:

AGROFLORA OF FLORIDA INC.

The principal place of business of this Corporation shall be:

14460 SW 287th Street
Homestead, Florida 33033

ARTICLE II NATURE OF BUSINESS

This Corporation may in or transact any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida, or any other State, Country, territory of nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is One Thousand (1000) at One (1.00) Dollar par value, which will be denominated "Common Shares".

ARTICLE IV TERM OF EXISTENCE

The duration of this Corporation is perpetual, the date and time of commencement of the corporate existence is the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE V QUALIFICATION

The directors of this corporation shall constitute all persons hereinafter named as Incorporators and such other persons as from time to time hereafter may be approved by the Board of Directors as provide in the By-Laws.

ARTICLE VI BOARD OF DIRECTORS

- a. The day to day affairs of the corporation shall be managed by the Board of Directors.
- b. The number of Directors constituting the initial Board of Directors of this Corporation are: Two, the number of Directors may be increased or decreased from time to time by the By-Laws, but never shall Never be less than One
- c. The names and Street addresses of the initial officers and directors who shall hold office the first year of the Corporation's existence or until their successor are elected are:

Francisco Moraga
14460 SW 287th Street
Homestead, Florida 33033

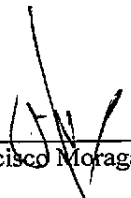
Articles of incorporation continue.....

ARTICLE VII INCORPORATORS

Name and street address of the incorporators to this articles of Incorporation are:

**Francisco Moraga
14460 SW 287th Street
Homestead, Florida 33033**

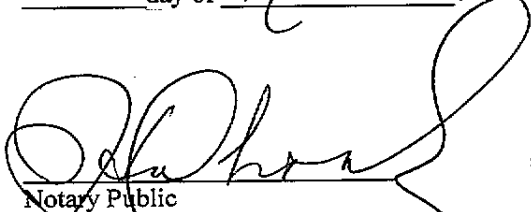
IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 8th day of March 2001.



Francisco Moraga

**STATE OF FLORIDA
COUNTY OF DADE**

THE FOREGOING instrument was acknowledged and sworn before me this 8th day of March of 2001



Notary Public
State of Florida At Large



**Victor Hugo Ochoa
Commission # CC 930616
Expires April 27, 2004
Bonded Thru
Atlantic Bonding Co., Inc.**


CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVE BY PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes:

AGROFLORA OF FLORIDA INC., A Corporation organized under the laws of the State of Florida with its principal office at 14460 SW 287th Street Homestead, Florida has named Francisco Moraga located at 14460 SW 287th Street Homestead, Florida as its agent to accept service of process within this State.

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT PLACE DEIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF THE FLORIDA STATUTES RELATIVE TO KEEPING OPEN SAID OFFICE .



Francisco Moraga

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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