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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

AGROTECH FLORAL INTERNATIONAL CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

9/9/02

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

AgroTech Floral International Corporation

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: AgroTech Floral International Corporation

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 12285 S.W. 151 Street, #306, Miami, Fl 33186

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business. IMPORTERS & DISTRIBUTORS OF FLOWERS

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 shares common stock.

Unless otherwise stated in these articles, or in an amendment to these articles there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Pila & Associates, P.A. c/o Tomas A. Pila, 2525 SW Third Avenue, Suite 304, Miami, Fl 33129

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

PRES/DIR

Floyd Salkey
25% SHARES

8841 NW 11 Street
Pembroke Pines, Fl 33024

VICE PRESIDENT

Angelo Silva
25% SHARES

19230 NW 50th Avenue
Miami, Fl 33055

TREASURER/DIR

Miguel Fernandez
25% SHARES

12285 SW 151 Street #306
Miami, Fl 33186

SECRETARY

Rodolfo Anthony Corral
25% SHARES

7470 Miami Lakes Drive #B-202
Miami Lakes, Fl 33014

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Empire Corporate Kit of America, Inc.
2444 N.W. 7th PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 6th day of September, 2002.

A handwritten signature in cursive script, reading "Ray Stormont", written over a horizontal line.

INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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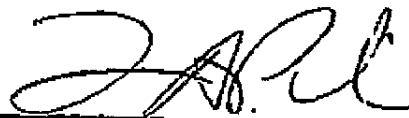
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

AgroTech Floral International Corporation
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.



REGISTERED AGENT

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