

Division of Corporations

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Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Greener Pastures Trading, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
GREENER PASTURES TRADING, INC.  
a Florida corporation**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes ("FBCA"), hereby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is GREENER PASTURES TRADING, INC.

**ARTICLE II**

**ADDRESS**

The principal office and mailing address of the Corporation is:

5800 NW 74<sup>th</sup> Avenue  
# 201  
Miami, Florida 33166

**ARTICLE III**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

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**ARTICLE IV**

**PURPOSE**

The Corporation shall have any such purpose, and may engage in any and all activities, as permitted for other corporations under the FBCA.

**ARTICLE V**

**CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.001 per share.

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301. The name of the initial Registered Agent of the Corporation at that address is BSPA Corporate Services, Inc.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have three (3) directors, to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be increased or

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decreased from time to time in accordance with the Bylaws of the Corporation. The initial directors of the Corporation are Jose P. Bared, Maurice E. Bared and Carlos Bared.

#### **ARTICLE VIII**

##### **DIRECTORS AND OFFICERS NOT PERSONALLY LIABLE**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; *provided however*, that the foregoing shall not eliminate or limit the liability of a director that breaches or fails to perform his or her duties as a director and such breach or failure constitutes (i) any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) a violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (iii) a judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful; (iv) a transaction from which the director derived an improper personal benefit, either directly or indirectly; (v) a circumstance under which the liability provisions of § 607.0834 of the FBCA are applicable; (vi) in a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or

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willful misconduct; or (vii) in a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness (as defined in FBCA § 607.0831) or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property. If the FBCA is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA as so amended. Any repeal or modification of this Article VIII by the Shareholders of the Corporation or otherwise shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

**ARTICLE IX****INCORPORATOR**


The name and address of the person signing these Articles as Incorporator are as follows:

NameAddress

Thomas O. Wells, Esq.

Berger Singerman, P.A.  
200 South Biscayne Blvd., Suite 1000  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
22 day of October, 2002.

  
Thomas O. Wells, Esq., Incorporator

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of Greener Pastures Trading, Inc., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of Greener Pastures Trading, Inc.

Date: Oct 22, 2002

BSPA Corporate Services, Inc.  
By: Thomas D Wells  
Vice President, Initial Registered Agent

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