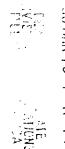
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Examiner's Initials

DIVISION OF CORPORATIONS

05 MAR 15 AM11: 49

# ARTICLES OF INCORPORATION OF CALIX UNIVERSAL INC.

#### ARTICLE I --- NAME

The name of this corporation is CALIX UNIVERSAL INC.

## ARTICLE II- EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

### ARTICLE - III- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended. It will primarily conduct its business in the purchase, sale, importation, and distribution of flowers of all kinds.

#### ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 100 shares of TEN Dollars (\$1.000.00) par value common stock which shall be designated as "Common Shares". The total initial capital is \$1,000.00/.

#### ARTICLE V – PRE-EMPTIVE RIGHTS

Every Shareholder, upon the offer for sale for cash of any stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, or the price that may be set by the Board of Directors, which ever is lowest.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3910 NW 23 COURT, Miami, Florida 33142., and the name of the initial registered agent of this corporation at that address is OSCAR CALIX.

#### ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have al least two Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the rules set in the bylaws; however, there shall never be less than two Directors nor more than five. The name and address of initial Board of Directors of the Corporation is:

OSCAR CALIX ...... President and Secretary

The address of the foregoing is as follows: 3910 NW 23 COURT, Miami, Florida 33142

#### ARTICLE VIII – INCORPORATION

The names and addresses of the Incorporators signing these articles are the same as those mentioned in the preceding article. The Incorporators take all of the shares of the corporation; as follows: OSCAR CALIX takes 1000 OF THE CORPORATE SHARES OR 100% of the total shares of the Corporation.

#### ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any Officer or Director, to the full extent permitted by law.

#### ARTICLE X – AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, by a MAJORITY of Votes of all Shareholders.

#### ARTICLE XI - CORPORATE BUY-OUT

Dissenting shareholders have the right to sell their shares back to the corporation at a fair price, and the corporation has the obligation to purchase such shares. The obligation of the corporation will only cease if the purchase would render the corporation insolvent or so substantially reduce its assets as to make its operation impossible.

#### ARTICLE XII

The Shareholders of this corporation have a duty of the utmost good faith in their dealings with each other and with the Corporation. Any dispute among shareholders will be resolved by arbitration in accordance with the rules of the American Arbitration Association by an arbitrator that will be chosen by he non-disputing shareholders. If they cannot appoint one within one week of the request the arbitrator will be the Corporation's Legal Counselor. The decision of the arbitrator will be final.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 1 day of 2005.

SCAR CALIX

President and Secretary

STATE OF FLORIDA )
COUNTY OF DADE )

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above Personally appeared OSCAR CALIX known to be and known by me to be the person who executed the foregoing Articles of the Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, have set my hand and seal in the State and County above, this  $\mathcal{L}^{1}$  day of  $\mathcal{L}_{\mathcal{U}}$  2005.

Det: C 420-649-61-455-0

NOTARY PUBLIC, State of

Florida at Large.

My Commission Expires:

Yuleydy Lopez
My Commission DD143165
Expires August 18, 2006

In compliance with Section 48.091, Florida Statutes. The following is submitted:

That CALIX UNIVERSAL, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of

Incorporation, at 3910 NW 23 COURT, Miami, Florida 33142 County of Dade, State of Florida, has named OSCAR CALIX, with the same address as its agent to accept service of process within this State.

#### ACKNOWLEDGMENT;

Having been named to accept service of process for the above mentioned corporation, at the place designated in this certificate, the undersigned agrees to comply with the provisions of Florida law relative to keeping the designated office open.

OSCAR CALIX Registered Agent

STATE OF FLORIDA ) COUNTY OF DADE )

BEFORE ME, a Notary Public, personally appeared to me known to be the person described as OSCAR CALIX, and who has executed the foregoing acknowledgement before me; and accepts to be the Registered Agent for the Corporation.

PARY PUBLIC

State of Florida at Large My Commission Expires:

Yuleydy Lopez
My Commission DD143165
Expires August 18, 2006