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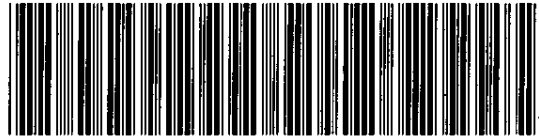
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight JAN 27 2009

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

SUBJECT: ORCHIDS ARE US, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: David S. Schmeling

Name (Printed or typed)

1476 NE Silver Maple Way
Jensen Beach, Florida 34957

ARTICLES OF INCORPORATION OF ORCHIDS ARE US, INC.

The undersigned incorporator(s) hereby associated themselves(ves) together for the purpose of forming a corporation under, and by virtue of the Laws of the State of Florida, with and under the following articles of Incorporation, Pursuant to Chapter 607 or 621 F.S.

ARTICLE 1 - NAME

The name of the incorporated entity shall be **ORCHIDS ARE US, INC.**, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 1476 NE Silver Maple Way, Jensen Beach, Florida 34957 and the mailing address shall be the same.

ARTICLE 3 - PURPOSES AND POWERS

The general purpose for which the Corporation is organized is to engage in owning and operating a orchid growing business, related activities and to provide related client services and to transact any lawful business for which a corporation may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a corporation company under the laws of the State of Florida.

The business to be transacted by this corporation shall be: To buy, sell, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in food service and restaurant products and to provide goods, wares, services, merchandise and materials of any kind and description for related services.

To take, buy, purchase, exchange, hire, lease or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein, and town, hold, control, maintain, manage and develop the same in any state of the United States.

To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired or acquired under the General Corporation Law of the State of Florida.

To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, and to mortgage or to otherwise encumber the lands, buildings, real property, chattels, real and other property of the company, real and personal, and wheresoever situate, and any and all legal and equitable rights therein.

To transact the businesses of buying and selling, dealing in, leasing, renting and managing real estate and any interest therein for its own account as agent or broker, or upon commission.

To purchase, sell materials and goods, wares and merchandise, and to carry on any other lawful trade or business incident to or proper or useful in connection with the purchase, sale, ownership, construction, maintenance and management of real property.

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To borrow money, with or without a pledge of or mortgage upon all or any of its property, real or personal, as security, and to loan and advance money upon mortgages or personal and real property or on either of them.

To buy, sell and deal in, with or without guaranty for payment thereof, bonds and mortgages and other like securities and other kinds of property whether real or personal, net prohibited or especially excepted by any law, and to do and prosecute any acts and things incident to or proper in connection with the carrying on of the business of this company.

To perform research studies, develop pro-formas, to offer consultation, based on expertise, to individuals, corporations, partnerships or any legal entity whatsoever, either for a fee or goodwill, and to design, construct or otherwise develop promotion materials for the corporation or for any other legal entity or individuals.

To purchase, acquire, hold, sell, assign, and transfer, mortgage, pledge, and otherwise dispose of the shares of the capital stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon.

To purchase or otherwise acquire, undertake, carry on, improve and develop all of any of the business, good will, rights, assets or liabilities of any person, firm, association or corporation carrying on any kind of business, the same as, or of a similar nature to that which this corporation is authorized to carry on pursuant to the provisions of this certificate.

To do all such acts and things as are conducive to the premises. And this corporation shall have the power to conduct its business in all its branches in the State of Florida and any other states of the United States and ultimately to hold, purchase, mortgage, lease, convey, manage and control, real and personal property therein as provided, and generally to do all acts and things and to exercise all the power, now, or hereafter authorized by law necessary to carry on the business of the said corporation, or to promote any of the objects for which the company is formed.

To distribute its income to corporations and any community chest, fund or foundation, organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, and no substantial part of the activities of which is carrying propaganda, or otherwise attempting to influence legislation.

To objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes and in addition to any powers granted by the laws of the State of Florida.

ARTICLE 5 – BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed by a Board of not less than one nor more than five Directors, who shall be elected annually by the stockholders at the annual meeting to be held at its place of business in Jensen Beach, Florida during the month of April of each year after the corporation shall be fully authorized to commence business; and by a President, who shall be a Director, by a Vice-President, a Secretary and a Treasurer, and such other officers as may be designated in the By-laws of the corporation, who shall be elected by the Board of Directors, at the same place, on the same day, and immediately after said Board of Directors shall be elected by the stockholder(s); provided that the office of President, Vice-President, Secretary and Treasurer may be combined in one and the same person.

<u>NAME</u>	<u>ADDRESS</u>
David S. Schmeling, President	1476 NE Silver Maple Way, Jensen Beach, Florida 34957
Kim S. Wydra, Vice President	1476 NE Silver Maple Way, Jensen Beach, Florida 34957

ARTICLE 6 – REGISTERED AGENT

The name(s) and post office address(s) of the Registered Agent is as follows:

<u>NAME</u>	<u>ADDRESS</u>
David S. Schmeling	1476 NE Silver Maple Way, Jensen Beach, Florida 34957

ARTICLE 7 – INCORPORATOR

The name(s) and post office address(s) of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
David S. Schmeling	1476 NE Silver Maple Way, Jensen Beach, Florida 34957

ARTICLE 8 – AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of Class 'A', Class 'B' and common stock at the par value of \$.001 each; all of which capital stock shall be paid in cash.

ARTICLE 9 – CAPITAL

The amount of capital with which this corporation shall begin business shall be, and is the sum of ONE THOUSAND DOLLARS, (\$1,000).

ARTICLE 10 – BUSINESS OF THE CORPORATION

Until the directors elected at the first annual meeting of the stockholders and the officers elected at the first annual meeting of the officers shall be qualified, the business of the corporation shall be conducted by the following named person(s),

1. David S. Schmeling 1476 NE Silver Maple Way, Jensen Beach, Florida 34957

ARTICLE 11 – SUBSCRIBERS

The name(s) and post office address(s) of the subscribers and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
1. David S. Schmeling	1476 NE Silver Maple Way Jensen Beach, Florida 34957	100,000

ARTICLE 12 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

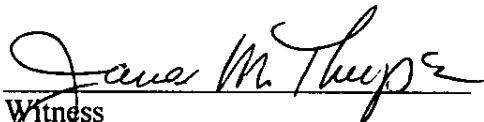
ARTICLE 13 – DURATION

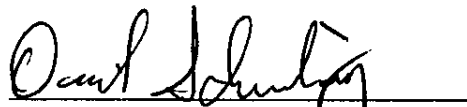
Subject to the provisions of Article 12, the term for which said corporation's existence shall be perpetual from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Incorporation.

HAVING BEEN named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

IN WITNESS WHEREOF, I/we, the undersigned subscribing incorporator(s) have hereunto set our hand(s) and seal(s) this, the 23rd day of January, 2009, for the purpose of forming this corporation under the laws of the state of Florida, and I/we hereby make and file in the office of the Secretary of State of the State of Florida, the Certificate of Incorporation, and certify that the facts herein are true.

Signed, sealed and delivered in the presence of:


Witness


Incorporator, David S. Schmeling

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

David S. Schmeling, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

By: David S. Schmeling
DAVID S. SCHMELING, Registered Agent

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