

**P95000019806**

**ROBERT L. GARDANA, P.A.**  
ATTORNEY AT LAW  
SUITE 1750  
COURTHOUSE TOWER  
44 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130-1600

**FILED**  
95 MAR -9 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TRIAL PRACTICE  
ALL FLORIDA STATE  
AND FEDERAL COURTS

TELEPHONE (305) 398-0000  
TELEFAX (305) 398-1680

March 1, 1995

Secretary of State, Division  
of Corporations  
State of Florida  
P.O. Box 6327  
Tallahassee, FL 32301

900001425399  
-03/09/95--01077--001  
\*\*\*122.50 \*\*\*122.50

Re: **Florafresh International, Inc.**

Dear Sirs or Madams:

Enclosed please find the following:

1. Original and one copy of the executed Articles of Incorporation along with the Certificate Designating Agent and Acceptance thereto.
2. Our check in the amount of \$122.50, representing payment of the following:

Filing Fee	-	\$ 35.00
Certified Copy	-	52.50
Registered Agent	-	35.00

Kindly return the certified copy of said Articles in the self-addressed, stamped envelope provided.

Thank you for your attention hereto.

Very truly yours,

  
Robert L. Gardana

RLG/rmg  
Encls.

BROWN MAR 10 1995

**ARTICLES OF INCORPORATION  
OF  
FLORAFRESH INTERNATIONAL, INC.**

**FILED**  
95 MAR -9 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, do hereby associate ourselves together and subscribe to these Articles of Incorporation for the purpose of forming a corporation under the Laws of the State of Florida, and subject to the following provisions:

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of this corporation is **FLORAFRESH INTERNATIONAL, INC.** and it's principal office address is **8301 N.W. 30th Terrace, Miami, FL 33122**. Other offices for the transaction of business may be located wherever the directors may deem necessary or expedient.

**ARTICLE II - DURATION**

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

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any activity or business permitted under the laws of The United States and of the State of Florida.

**ARTICLE IV - INITIAL CAPITAL**

This Corporation shall begin business with a minimum capital in the amount of \$ 500.00, evidenced by an issue of 500 shares of stock with a \$ 1.00 par value.

FLORAFRESH INTERNATIONAL, INC.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent of this corporation is ROBERT L. GARDANA, ESQ., 44 West Flagler Street, Suite #1750, Miami, FL 33130.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Directors(s) constituting the initial Board of Directors, who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
EDGAR M. LOZANO, President/Treasurer/Director	Corporate Address
CARLOS E. LOZANO, V.Pres/Secretary/Director	Corporate Address

FLORAFRESH INTERNATIONAL, INC.

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
EDGAR M. LOZANO	Corporate Address
CARLOS E. LOZANO	Corporate Address

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved as Stockholders meeting by majority of the stock entitled to vote thereon, unless all the Directors and Stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of incorporation this 24 day of February, 1995.

  
\_\_\_\_\_  
EDGAR M. LOZANO, Subscriber

  
\_\_\_\_\_  
CARLOS E. LOZANO, Subscriber

FLORAFRESH INTERNATIONAL, INC.

STATE OF FLORIDA  
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the state and County set forth above, personally appeared **EDGAR M. LOZANO and CARLOS E. LOZANO**, known to be and known by me personally to the persons who executed the forgoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 28 day of February, 1995.

Ruth H. Gardana  
Notary Public, State of Florida at Large

My commission Expires:

✓ Oath/~~No~~ oath taken

OFFICIAL NOTARY SEAL  
RUTH GARDANA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC395830  
MY COMMISSION EXP. SEPT. 30, 1998

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

**FILED**  
95 MAR -9 PM 2:47  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT **FLORAFRESH INTERNATIONAL, INC.**, DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI,  
STATE OF FL, HAS NAMED **ROBERT L. GARDANA, ESQ.** LOCATED AT  
**44 W. Flagler Street, Suite 1750, Miami, STATE OF Florida**, AS ITS  
AGENT TO ACCEPT SERVICES OF PROCESS WITHIN FLORIDA.

SIGNATURE

  
**EDGAR M. LOZANO**

TITLE President/Director

DATE

3/1/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
PERFORMANCE OF MY DUTIES.

SIGNATURE

  
**ROBERT L. GARDANA, Reg. Agent**

DATE

3/1/95