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JONATHAN M. SABGHIR, P.A.

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February 29, 1996

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Client : MAJESTIC ROSE FARMS, INC.
Matter : CORPORATE FORMATION & FILING FEES

Gentlemen:

Enclosed please find check Trust Check No. 1149 in the amount of \$122.50 in payment for Corporate formation and filing fees of the above referenced corporation.

Please mail back a certified Certificate of Incorporation along with recorded copy of the Articles at your earliest convenience.

Thanking you in advance for your prompt service in this matter.

Very truly yours,

JONATHAN M. SABGHIR, P.A.

Jonathan M. Sabghir

Enclosure -- Articles of Incorporation for Majestic Rose Farms, Inc.
Check No. 1149

OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

96 MAR -4 PM 3:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MAJESTIC ROSE FARMS, INC.**

The undersigned subscriber to these Articles of Incorporation natural person competent to 3-14
contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MAJESTIC ROSE FARMS, INC.

The principal place of business of this corporation shall be 3026 N.W. 72nd Avenue, Miami,
Florida 33122.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted
under the laws of the United States, the State of Florida or any other state, country, territory or
nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3026 N.W. 72nd
Avenue, Miami, Florida 33122 and the name of the initial registered agent of the corporation at that
address is Scott Stanislaw.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS AND OFFICERS

The name and addresses of the initial directors and officers of the corporation who shall
hold office for the first year of the corporation, or until their successors are elected or appointed
are:

Scott Stanislaw 3026 N.W. 72nd Avenue, Miami, Florida 33122
Director/President/Treasurer

Diane Stanislaw 3026 N.W. 72nd Avenue, Miami, Florida 33122
Director/Vice-President/Secretary

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these
Article of Incorporation is:

Jonathan Sabghir 8631 West McNab Road
Tamarac, Florida 33321

96 MAR -4 PM 3:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
to these Articles of Incorporation on this 27th day of February, 1996

JONATHAN M. SABGHIR

By: 

Jonathan M. Sabghir

ARTICLE VIII. ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACCEPT designation as the initial registered agent of the above named
corporation.


SCOTT STANISLAW

By: 

Scott Stanislaw

STATE OF NEW YORK)
COUNTY OF Leechman) SS.

The foregoing instrument was acknowledged before me this 10 day of February, 1996,
by Scott Stanislaw, which person is personally known to the undersigned or has produced the
following identification, to wit: DRIVER LIC. (List Type of ID and Number)


Notary Public, State of New York
At Large

My commission expires:

KENNETH OSTERMAN
Notary Public State of New York
No. 41-8241263
Commission Expires 9/30/96

1. CERT. NOTARY PUBLIC STATE OF NEW YORK (NOTARY PUBLIC STATE OF NEW YORK)

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MARCH 25, 1996

FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

THIS LETTER IS TO INFORM YOU OF
OUR NEW ADDRESS.

MAJESTIC ROSE FARMS, INC.
3018-3020 NW 72 AVENUE
MIAMI, FL 33122

DOCUMENT P96000021118
305-599-8811

PLEASE SEND US CONFIRMATION.
THANK-YOU.

Scott Stanislaw

SCOTT STANISLAW
PRESIDENT

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Updated- LR
4/3/96