

TRANSMITTAL LETTER

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

SUBJECT:

Love Seed, Inc.

(Proposed corporate name - must include suffix)

ED000117818016
04/16/96--011011--021
****131.25 ****131.25

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

JOHN R. THOMSON

Name (Printed or typed)

881 OCEAN DRIVE #8-G

Address

KEY BISCAYNE FL 33149

City, State & Zip

FILED
06 APR 15 PM 3:07
TALLAHASSEE, FLORIDA

MARIN THOMSON (CARE) 361-0803

Daytime Telephone number

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM.

Heading to be (607)

4/18/96

BSB

APR 18 1996

BSB

NOTE: Please provide the original and one copy of the articles.

Love Seed, Inc.

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation pursuant to chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I Name

The name of the corporation shall be: **LOVE SEED, Inc.**

ARTICLE II Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be: 2621 N.W. 20th Street, Miami, Florida 33142.

ARTICLE III Capital Stock

(a) Initial authorized capital of the corporation shall consist of 1,000 shares of common stock having a par value of \$ 1.00 per share.

(b) Founding shareholders will be:

Amparo Angel -- 500 shares
Maria Isabel Payan de Thomson -- 250 shares
John R. Thomson -- 250 shares

(b) Additional shares may be issued from time to time, when authorized by 76% or more of the shareholders.

(c) Shareholders wishing to sell all or part of their shares must first offer their shares for sale to existing shareholders on a pro rata basis. Existing shareholders may purchase any such shares at a fair market value established either [i] by the corporation's accountant establishing a book value, or [ii] by averaging three [3] outside bonafide purchase bids for the stock, whichever value may be higher [any outside bidder must agree in writing to purchase the shares on offer, in the event his/her bid is accepted].

ARTICLE IV Initial registered agent and street address

The name and the street address of the initial registered agent is: John R. Thomson, 881 Ocean Drive # 8-G, Key Biscayne, FL 33149.

ARTICLE V
Incorporator

The name and the street address of the incorporator for these articles of incorporation is: John R. Thomson, 881 Ocean Drive # 8-G, Key Biscayne FL 33149.

ARTICLE VI
Purpose

The specific purpose for which the corporation is organized is to market and sell natural native curios from around the world.

ARTICLE VII
Directors

(a) Directors of the corporation shall be:

Amparo Angel --Chairman
John R. Thomson --Vice Chairman
Maria Isabel Payan de Thomson --Secretary

(b) Additional directors may be added by the vote of 75% or more of the directors currently serving.

ARTICLE VIII
Officers

(a) Officers of the corporation shall be:

John R. Thomson --President
Amparo Angel --Vice President & Treasurer
Maria Isabel Payan de Thomson --Vice President

(b) Additional officers may be appointed with the approval of 76% or more of the shareholders.

ARTICLE IX
Compensation of Directors & Officers

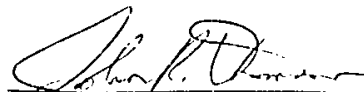
All matters of compensation shall be decided by vote of 75% or more of the directors.

ARTICLE X
Banking

- (a) The Treasurer shall be empowered to open any/all bank accounts deemed necessary for the proper operation of the corporation.
- (b) Authorized signatories of the corporation are the officers, and such other officers as may from time to time be appointed, under Article VIII above.
- (c) All checks or other withdrawals from any corporate bank account must be made by a duly authorized signatory of the corporation, in amounts up to three thousand dollars (\$3,000). Amounts of \$ 3,000 or more must be signed by the Treasurer and one other duly authorized signatory.

The undersigned incorporator has executed these Articles of Incorporation this 11th day of April, 1996.

Signature of Incorporator:



John R. Thomson

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

LOVE SEED, INC.

2. The name and address of the registered agent and office is:

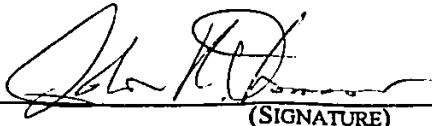
JOAN R. THOMSON
(NAME)

881 OCEAN DRIVE #8-G

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

KEY BISCAYNE FL 33149
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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 registered agent.


(SIGNATURE)

12 APRIL 1996
(DATE)

FILED
96 APR 15 PM 3:07
TALLAHASSEE, FLORIDA