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FILED
97 JUL -7 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 30, 1997

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

100002231621--9
-07/07/97--01136--006
****122.50 ****122.50

Re: **Ecuaflower Inc.**

To Whom it May Concern:

Enclosed for filing are the Articles of Incorporation for Ecuaflower Inc. together with a check in the amount of \$122.50. Please return the certified copy to:

Eloisa C. Rodriguez-Dod
1740 Coral Way
Suite A-2
Miami, Florida 33145

Should you need anything further, please do not hesitate to contact me.

Sincerely,



Eloisa C. Rodriguez-Dod

Enclosures

JUL 9 1997

**ARTICLES OF INCORPORATION
OF
ECUAFLOWER INC.**

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The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND ADDRESS OF THE CORPORATION**

The name of the Corporation shall be Ecuaflower Inc. (the "Corporation"). The initial address of the Corporation shall be 2121 Biscayne Blvd., Miami, Florida 33137.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business and activities to be transacted and carried on by the Corporation are to transact all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited nor restricted by reference to, or inference from, any provisions in this or any other article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

**ARTICLE III
STOCK**

The authorized capital stock of the Corporation shall consist of 100 shares of Common Stock with a par value of \$1.00 per share.

**ARTICLE IV
INCORPORATOR**

The name and street address of the incorporator of the Corporation is as follows:

Eloisa C. Rodriguez-Dod
1740 Coral Way
Suite A-2
Miami, Florida 33145

**ARTICLE V
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation in the State of Florida shall be 1740 Coral Way, Suite A-2, Miami, Florida 33145. The name of the initial registered agent of the Corporation at the above address shall be Eloisa C. Rodriguez-Dod.

**ARTICLE VII
NUMBER OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than two (2) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of one (1) person.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The names and street addresses of the members of the initial Board of Directors of the Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

Name
Byron Alexander Checa

Office
President, Vice-president,
Secretary, Treasurer

Address
2121 Biscayne Blvd., Miami, Florida 33145.

**ARTICLE IX
BY-LAWS**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE X
FINANCIAL INFORMATION**

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.


**ARTICLE XII
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the Corporation shall, in accordance with Florida law, commence on the date of filing of these articles.

**ARTICLE XIII
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights.

IN WITNESS WHEREOF, the above-named incorporator signed these Articles of Incorporation this 24th day of June, 1997.

By: 
Eloisa C. Rodriguez-Dod
Incorporator


**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Ecuaflower Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 1740 Coral Way, Miami, Florida 33145 as its initial Registered Office and has named Eloisa C. Rodriguez, located at said address, as its initial Registered Agent.

By: 
Eloisa C. Rodriguez-Dod

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby acknowledges that she is familiar with the obligations of such position and accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By: 
Eloisa C. Rodriguez-Dod
Registered Agent

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