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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: TROPICAL FLOWERS INC.

AUDIT NUMBER.....H97000012691

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 5, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: TROPICAL FLOWERS INC.
REF: W97000017959

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

Please correct Article V.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: H97000012691
Letter Number: 697A00039656

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TROPICAL FLOWERS INC.**

THE UNDERSIGNED, has executed the following document as incorporator of the above name corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:
TROPICAL FLOWERS INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz: The main activity will be a flowers business.

Prepared by: Ana D. Ares
4080 SW 84th Ave.
Miami, FL 33155
(305) 448-2072

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- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate
name; TROPICAL FLOWERS INC.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of \$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only ONE (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Sara C. Almira
TROPICAL FLOWERS INC.
8085 NW 8TH STREET # 3
MIAMI, FL 33126

The principal office shall be:

8085 NW 8TH STREET # 3
MIAMI, FL 33126

ARTICLE VI

The initial Board of Directors shall consist of a total of three (03) persons, and the name and address of the person who is to serve as an initial director is:

SARA C. ALMIRA
8085 NW 8TH STREET # 3
MIAMI, FL 33126


PRESIDENT

DAVID DEARRIBA
8085 NW 8TH STREET # 3
MIAMI, FL 33126


VICE-PRESIDENT

HAITE ALMIRA
8085 NW 8TH STREET # 3
MIAMI, FL 33126


SECRETARY-TREASURER

The name and address of the incorporator executing these Articles of Incorporation is:

SARA C ALMIRA
8085 NW 8TH ST APT 3
MIAMI, FL 33126

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 29 day of JUL, 1997.

SARA C ALMIRA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provision of sections 607.0501 or 617.0501, 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:

TROPICAL FLOWERS INC.

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

Sara C. Almira
TROPICAL FLOWERS INC.
8085 NW 8TH STREET #3
MIAMI, FL 33126

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 

JUL. 29, 1997

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