

TRANSMITTAL LETTER

P 970000 94680

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

SUBJECT: BOTANICA SANTA LUCIA, INC. (ST. LUCIE BOTANY)
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

TERESA OTERO
Name
790 E. 44th STREET
Address
HIALEAH, FL 33013
City, State, & Zip
(305) 688-6600
Telephone Number

FILED
97 NOV -3 AM 8:00
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

Note: Additional copy of articles is needed only when certified copy is requested.

NOV 5 1997

ARTICLES OF INCORPORATION
OF
BOTANICA SANTA LUCIA, INC.(ST. LUCIE BOTANY)

The undersigned, subscribers to these Articles of Incorporation are natural persons competent to contract and do hereby associate themselves to form a Corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is: **BOTANICA SANTA LUCIA, INC.(ST.LUCIE BOTANY)**

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporations is authorized to have outstanding at any one time is **FIVE HUNDRES SHARES** with no par value.

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The amount of capital with which this Corporation will begin business is **FIVE HUNDRED, (\$500 00)**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial post office address of the principal office of this corporation is 1607 N.W. 29 Street, Miami, FL 33142.

ARTICLE VII

This Corporation shall have two Directors initially. The number of Directors may be increased from time to time by by-laws adopted by the stockholders, but shall never be more than ten or less than one.

ARTICLE VIII

The names and post office of the initial members of the First Board of Directors are:

NAMES:	ADDRESS:	OFFICER:
ISORA VILLA	2341 N.W. 24TH AVE. MIAMI, FL 33125	PRESIDENT
ANTONIA I. VALDES	ISLAS DEL MAR CONDO. 1800 N.W. 24TH AVE., APT.903, MIAMI, FL 33125	TREASURER
		VICE-PRES. SECRETARY

ARTICLE IX

The names and post office address of the subscribers of these articles of Incorporation, the number of shares of stock that they agree to take, and the value of the consideration, therefore, are:

NAMES:	ADDRESS:	SHARES:
ISORA VILLA	2341 N. W. 24TH AVE. MIAMI, FL 33125	250

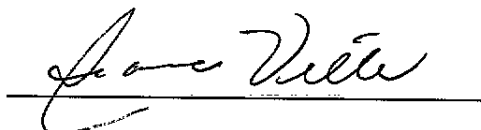
ANTONIA I. VALDES

ISLAS DEL MAR CONDO.
1800 N.W. 24TH AVE, APT. 903,
MIAMI, FL 33125

250

ARTICLE X

These *ARTICLES OF INCORPORATION* may be amended in the manner provided by the law, every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and Stockholders sign a written statement their intention that certain amendment of these *ARTICLES OF INCORPORATION* be made.

A handwritten signature in cursive script, appearing to read "Isora Villa", is written over a horizontal line.

ISORA VILLA

President

**CERTIFICATION DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON PROCESS MAYBE SERVED.**

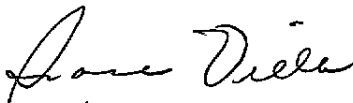
In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act: ST. L

That, **BOTANICA SANTA LUCIA , INC.,(ST.LUCIE BOTANY)** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at City of No. Miami, County of Dade, State of Florida, has named ISORA VILLA at 2341 N.W. 24TH Avenue, Miami, Fl 33125, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keep open said office.

By:



**ISORA VILLA
Resident Agent**

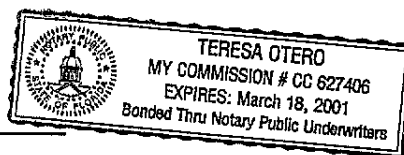
STATE OF FLORIDA }
COUNTY OF DADE } SS

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and the County named above to take acknowledgments, personally appeared **ISORA VILLA and ANTONIA I. VALDES** to me known to be the persons described as subscribers in and who executed the foregoing *ARTICLES OF INCORPORATION*, and acknowledged before me that they subscribed to those *ARTICLES OF INCORPORATION*.

Witness my hand and official seal in this County and State named above this 27th day of October 1997.

James Owsen

TERESA OTERO
NOTARY PUBLIC-STATE OF FLORIDA AT LARGE



FILED
97 NOV -3 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA