

**Miles J. Gopman,**

**Attorney-At-Law**

500 N.E. 191st Street ★ Miami, Florida 33179 ★ Ph: 305/651-3772

March 17, 1998

**P98000025858**

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

700002460757--7  
-03/18/98--01061--009  
\*\*\*\*131.25 \*\*\*\*131.25

Re: ROSINVAR AMERICA, INC.

Dear Sirs:

I am submitting the articles of incorporation for ROSINVAR AMERICA, INC., along with Certification of Registered Agent, and a check for \$131.25 to cover filing fee, certificate, and certified copy.

Please return the corporate charter to me at the above described address.

Sincerely yours,

*Miles J. Gopman*  
Miles J. Gopman

MILES G. GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT CORP. ADDRESS  
DATE 3-19-98  
DOC. EXAM IN

FILED  
98 MAR 18 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*IN 3-19-98*

ARTICLES OF INCORPORATION

FOR  
ROSINVAR AMERICA, INC.

FILED  
98 MAR 18 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME

The name of this corporation is the ROSINVAR AMERICA, INC.. The name of this corporation shall be exclusive to this corporation and shall distinguish it as a separate entity from any other incorporation using ROSINVAR, whether foreign or domestic, and which now exists or which may be incorporated to operate a similar business, and shall operate independently of any affiliated ROSINVAR CORPORATION.

503 N.E. 191st. St., MIAMI FL 33179

ARTICLE II: NATURE OF THE BUSINESS AND AUTHORITY

The purpose of the business to be transacted by this corporation is to engage in the sale of roses throughout the United States, imported from the farm in Quito, Ecuador, operated by ROSINVAR, S.A., and to exercise the exclusive right to serve as ROSINVAR, S.A.'s United States affiliate for the retail marketing and distribution of the ROSINVAR brand through an interstate telemarketing sales operation. In addition, this corporation shall have the power and the right to engage in any other lawful activity that any other corporation or business is permitted to transact under the laws of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares that shall be initially authorized to issue and shall be subscribed to the initial incorporators/directors shall be 100 shares of common stock, having a par value of Five (\$5.00) Dollars per share. Such stock shall be paid for when issued on such terms and conditions as the Board of Directors shall determine.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have a perpetual existence, except insofar as the Board of Directors may determine otherwise, which existence shall commence upon the filing of these Articles.

#### ARTICLE V: RESIDENT AGENT AND REGISTERED OFFICE

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

Kenneth P. Shaw  
500 N.E. 191st Street  
Miami, Florida 33179

#### ARTICLE VI: BOARD OF DIRECTORS

The corporation shall initially have a Board of Directors consisting of four (4) members, which number may be increased from time to time by the By-Laws or resolution adopted by the stockholders, but shall never be decreased to less than four (4) except in the instance where one of the initial directors named below ceases to be affiliated with this corporation, resigns, or is removed by vote of sixty percent (60%) of the shareholders.

#### ARTICLE VII: INITIAL DIRECTORS/OFFICERS

The names and addresses of the initial directors and officers are:

Kenneth P. Shaw  
(President-Director)  
500 N.E. 191st Street  
Miami, FL 33179

Jay P. Shaw  
(Secretary-Director)  
500 N.E. 191st Street  
Miami, FL 33179

Felipe Valdospinos  
(Vice President-Director)  
503 N.E. 191st Street  
Miami, FL 33179

Javier Valdospinos  
(Treasurer-Director)  
503 N.E. 191st Street  
Miami, FL 33179

The persons named as the initial Board of Directors shall hold office until such time as one or the other ceases to be affiliated with the corporation, has resigned or been removed by sixty percent (60%) vote of the shareholders, or until his successor has been elected or otherwise appointed.

ARTICLE VIII: INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation as the incorporators of this corporation are:

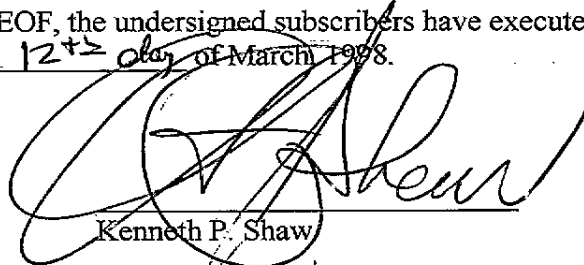
Kenneth P. Shaw  
500 N.E. 191st Street  
Miami, FL 33179

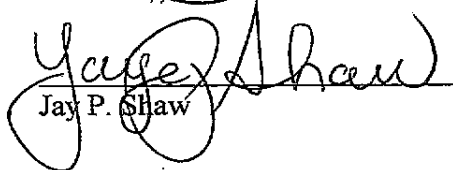
Jay P. Shaw  
500 N.E. 191st Street  
Miami, FL 33179

ARTICLE IX: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, subject to unanimous approval by the Board of Directors, or upon the proposal and approval of the stockholders by a super majority representing at least seventy-five (75%) percent of outstanding and authorized shares.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12<sup>th</sup> day of March, 1998.

  
Kenneth P. Shaw

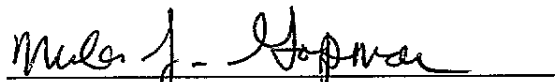
  
Jay P. Shaw

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, the undersigned Notary Public, authorized to take acknowledgements in the State and County set forth above, did personally appear Kenneth P. Shaw and Jay P. Shaw, who are each known to me and who are known to be the persons who executed the foregoing Articles of Incorporation, who acknowledged before me that they did execute these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 12<sup>th</sup> day of March, 1998.

SEAL

  
MILES J. GOPMAN, NOTARY PUBLIC  
My Commission Expires: June 22, 1998.  
Bonded Through Huckleberry & Associates



MILES J. GOPMAN  
My Commission CC380104  
Expires Jun. 22, 1998  
Bonded by HAI  
800-422-1555

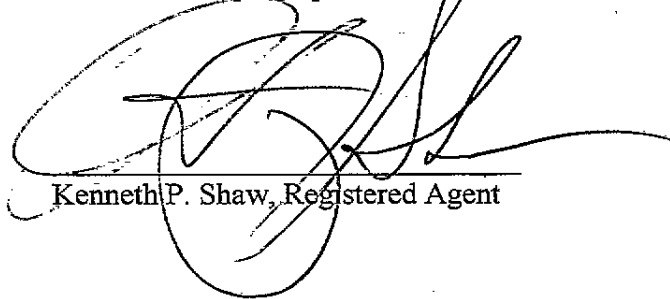
CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF  
ROSINVAR AMERICA, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the above named corporation, desiring to organize under the laws of the State of Florida, has designated as its registered office, as indicated in its Articles of Incorporation, the following address: 500 N.E. 191st Street, Miami, Florida 33179, and has named Kenneth P. Shaw, who will be located at the address of the corporation's registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

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



Kenneth P. Shaw, Registered Agent

FILED  
98 MAR 18 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA