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Miles J. Gopman,

Attorney-At-Law

500 N.E. 191st street Miami, Fl. 33179 (305) 651-3772

March 23, 1998

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -3 AM 10:35

Re: Ecuadorian Flower Council, Inc.

100002468891--2

-03/26/98--01030--006

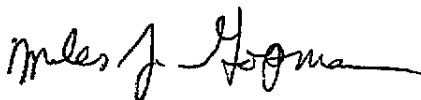
****131.25 ****131.25

Dear Sirs:

I am submitting the articles of incorporation for Ecuadorian Flower Council, 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

Rp
04-03-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 27, 1998

MILES J. GOPMAN, ESQ.
500 N.E. 191ST STREET
MIAMI, FL 33179

SUBJECT: ECUADORIAN FLOWER COUNCIL, INC.
Ref. Number: W98000006806

We have received your document for ECUADORIAN FLOWER COUNCIL, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 498A00016438

ARTICLES OF INCORPORATION
FOR
ECUADORIAN FLOWER COUNCIL, INC.

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ARTICLE I: CORPORATE NAME:

The name of this corporation is the Ecuadorian Flower Council, Inc.

ARTICLE II: NATURE OF THE BUSINESS AND AUTHORITY

The purpose of the business to be transacted by this corporation is to provide technical and advisory service to growers of Ecuadorian roses and novelty flowers, regarding importation and marketing; creating a network for Ecuadorian growers to address common problems of production, supply and market conditions; and to form centers for the coordination of promotion, distribution and sale.

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
AND PRINCIPAL OFFICE ADDRESS

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

Registered Office
500 N.E. 191st. Street
Miami, Florida 33179

THE PRINCIPAL OFFICE IS THE SAME ADDRESS AS THE REGISTERED OFFICE.

ARTICLE VI: BOARD OF DIRECTORS

The corporation shall initially have a Board of Directors consisting of two (2) 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 two (2) except temporarily where one of the initial directors named below ceases to be affiliated with this corporation, resigns, or is removed by vote of fifty one percent (51 %) of the shareholders, until the replacement director is appointed or elected by at least fifty one percent of the stockholders, or as otherwise projected in the By-Law.

ARTICLE VII: INITIAL DIRECTORS/OFFICERS

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

Kenneth P. Shaw
(President-Director)
570 North Island Drive
Golden Beach, Florida 33160

Jaye P. Shaw
(Secretary-Director)
570 North Island Drive
Golden Beach, Florida 33160

ARTICLE VIII: INCORPORATORS

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

Kenneth P. Shaw
570 North Island Drive
Golden Beach, Florida 33160

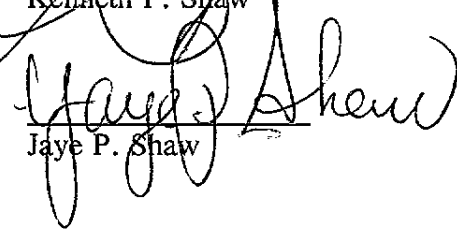
Jaye P. Shaw
570 North Island Drive
Golden Beach, Florida 33160

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 representing at least fifty one (51 %) percent of outstanding and authorized shares.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23rd day of March, 1998.


Kenneth P. Shaw


Jaye P. Shaw

STATE OF FLORIDA)
COUNTY OF DADE) SS:


BEFORE ME, the undersigned Notary Public, authorized to take acknowledgments in the State and County set forth above, did personally appear Kenneth P. Shaw and Jaye P. Shaw, who are each known to me and who are known to be the persons who executed the forgoing 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 23rd day of March, 1998.

SEAL



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


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

CERTIFICATE OF ACKNOWLEDGMENT
OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

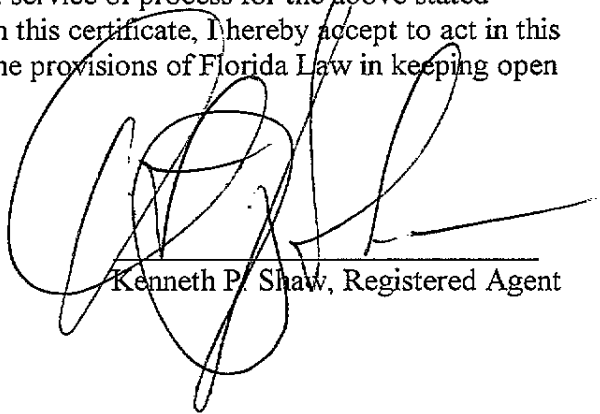
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CERTIFICATE OF REGISTERED AGENT
OF
ECUADORIAN FLOWER COUNCIL, INC.

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, 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.

ACKNOWLEDGMENT

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