

Miles J. Gopman,

Attorney-At-Law

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

June 15, 1998

P98000054657

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

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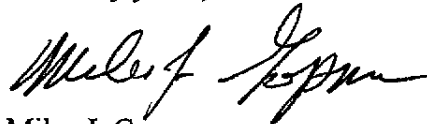
Re: Ecuadorian Flower Farms, Inc.

Dear Sirs:

I am submitting the articles of incorporation for Ecuadorian Flower Farms, 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 GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA Page Corp. name
DATE 6/18
DOC. EXAM BB

APPROVED
AND
FILED
98 JUN 16 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
ECUADORIAN FLOWER FARMS, INC.

ARTICLE I: CORPORATE NAME

The name of this corporation is Ecuadorian Flower Farms, 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 production, pricing, importation and delivery, and to coordinate warehousing, inventories, marketing, 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V: RESIDENT AGENT AND REGISTERED OFFICE
AND PRINCIPAL OFFICE ADDRESS

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

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

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

THE PRINCIPAL OFFICE IS THE ADDRESS OF 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 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 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

Hector Apelbaum
Vice-President/Director
c/o 500 N.E. 191st. Street
Miami, Florida 33179

ELI GRUN
Treasurer
P.O. Box 1716287
Quito, Ecuador

GOVIND MUTHIAN
Secretary
c/o 500 N.E. 191st Street
Miami, FL 33179

ARTICLE VIII: INCORPORATORS

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

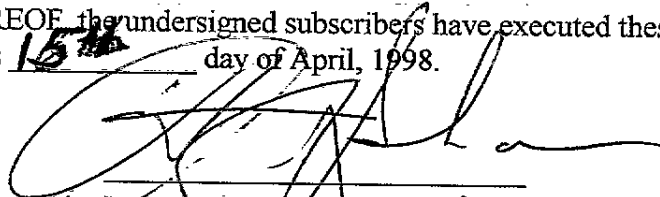
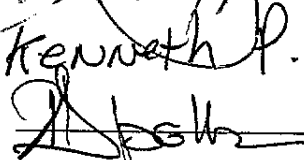
Kenneth P. Shaw
(President/Director)
570 North Island Drive
Golden Beach, Florida 33160

HECTOR APELBAUM
3055 N.E. 190th ST.
AVENTURA, FL 33180

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 majority of outstanding and authorized shares.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15th day of April, 1998.



Kenneth P. Shaw

HECTOR APELBAUM

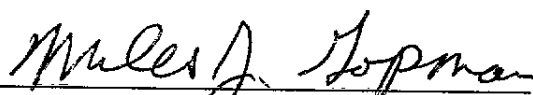
STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned Notary Public, authorized to take Hector Apelbaum and acknowledgments in the State and County set forth above, did personally appear Kenneth P. Shaw who is each known to me and as the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he did execute these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 15th day of April, 1998.

SEAL


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


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

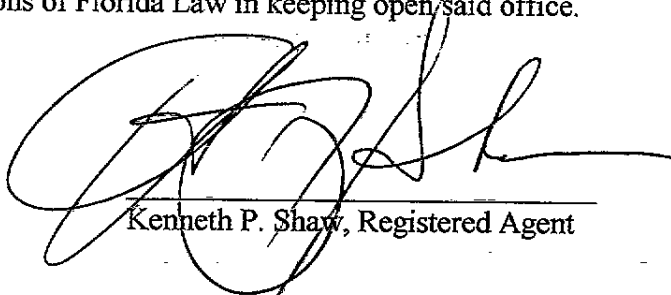
CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
ECUADORIAN FLOWER FARMS, 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

APPROVED
AND
FILED
98 JUN 16 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA