

P990000026799

Law Offices of  
**DAVID R. BERLEY, P.A.**  
Attorney at Law

848 Brickell Avenue  
Suite 200  
Miami, FL 33131  
(305) 373-8000  
Ltr. Fax (305) 375-9428  
Lgl. Fax (305) 358-4916  
e-mail dberley@compuserve.com

March 16, 1999

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

Re: PREMIUM QUALITY ROSE, INC.  
Our File No. 99-6700

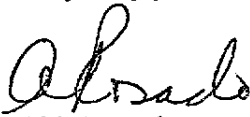
100002810261--3  
-03/18/99--01041--006  
\*\*\*\*122.50 \*\*\*\*78.75

Gentlemen:

Enclosed please find original and copy of the Articles of Incorporation of the above captioned corporation together with the certificate of Resident Agent.

Also enclosed, is a check for the amount of \$122.50 to cover filing fees.

Very truly yours,



Aida Rosado  
Legal Assistant

**EFFECTIVE DATE**  
3-16-99

/arm  
encls.

**FILED**  
99 MAR 18 AM 10:43  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ajc  
3/24

ARTICLES OF INCORPORATION  
OF  
Premium Quality Rose, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Premium Quality Rose, Inc.

ARTICLE II

NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of 7,500 shares of common stock having a par value of One (\$1.00) Dollar per share. All of said stock shall be issued only for cash or other property or for services at a just valuation as shall be determined by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

FILED  
99 MAR 18 AM 10:43  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
3-16-99

This corporation shall have perpetual existence.

## ARTICLE VI

### INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be Suite 200, 848 Brickell Avenue, Miami, FL. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

## ARTICLE VII

### DIRECTORS

The business of this corporation shall be managed by its Board of Directors. the number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be two (2).

## ARTICLE VIII

### INITIAL OFFICERS and DIRECTORS

The names and addresses of the initial Board of Directors and Officers are as follows:

JUAN CARLOS PONCE	PRESIDENT	Av. Republica del Salvador 836
	SECRETARY	Edificio Prisma Norte Of. 11
	TREASURER	Llano Chico, Ecuador
FRANCISCO ROLDAN COBO	DIRECTOR	Av. Republica del Salvador 836
		Edificio Prisma Norte Of. 11
		Llano Chico, Ecuador
JUAN ESTEBAN LASSO	DIRECTOR	Av. Republica del Salvador 836
		Edificio Prisma Norte Of. 11
		Llano Chico, Ecuador

## ARTICLE IX

### SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is:

David R. Berley  
Suite 200  
848 Brickell Avenue  
Miami, FL 33131

## ARTICLE X

### VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

## ARTICLE XI

### CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

## ARTICLE XII

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

## ARTICLE XIII

## RESTRAINT ON ALIENATION

The stockholders of this corporation shall have the power to include in the By-Laws, or adopt resolutions by a two-thirds (2/3) majority any regulatory or restrictive provision regarding the proposed sale, transfer or other disposition of the corporation's stock by its stockholders or in the event of the death of any stockholder. Said restrictions shall be binding upon third parties with actual knowledge thereof or if the same, or notice of the same, shall be plainly written upon the certificate evidencing ownership of the stock.

## ARTICLE XIV

### AMENDMENT

Except as may be provided in the By-Laws of this corporation to the contrary, these Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors and by the affirmative vote of the holders of not less than two-thirds (2/3) of the then outstanding stock of the corporation.

## ARTICLE XV

### RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

BERLIT CORPORATE SERVICES, INC.  
Suite 200  
848 Brickell Avenue  
Miami, FL 33131

## ARTICLE XVI

### EFFECTIVE DATE


The effective date of this corporation shall be the date upon which these articles of incorporation were executed by the incorporator.

ARTICLE XVII

WAIVER OF FS. 607.0901 AND F.S. 607.0902

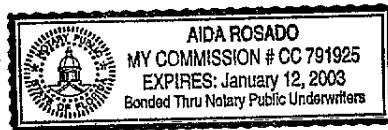
This corporation expressly waives the provisions of FS. 607.0901 and F.S. 607.0902 and elects not to be governed thereby.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this 16<sup>th</sup> day of March 1999.

  
David R. Berley, Subscriber

Subscribed and Sworn to this  
16<sup>th</sup> day of March, 1999  
Before me:

  
Notary Public



My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE  
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED  
In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted:

Premium Quality Rose, Inc. desiring to organize a corporation under the laws of the State of Florida with its principal place of business as stated in its Articles of Incorporation has named BERLIT CORPORATE SERVICES, INC. located at Suite 200, 848 Brickell Avenue, Miami, FL 33131 as its agent upon whom process may be served within this state.

Having been named to accept service of process for the above-stated corporation, I hereby accept to act in this capacity and to comply with the provisions of the Act relative to keeping open said office.

BERLIT CORPORATE SERVICES, INC.

By:   
David R. Berley, President

**FILED**  
99 MAR 18 AM 10:43  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA