STEEL HECTOR & DAVIS LLP

Requestor's Name

215 SOUTH MONROE STREET/SUITE 601

Address

222-2300 TALLAHASSEE Phone# City/State/Zip office Use O I. AMARAFLOR INTERNATIONAL CORP (Corporation Name) (Document#)

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PLEASE CONTACT ELIZABETH REGARDING ANY QUESTIONS -222-2300. THANK YOU.

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BECEINED (COLDISIONEDED)

ARTICLES OF INCORPORATION

OF

AmaraFlor International Corp.

99 JUN 30 AN II: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is AmaraFlor International Corp. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.001 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is, 5735 S.W. 94th Place, Miami, Florida 33173 and the name of the initial registered agent of the Corporation at that address is David Knepper.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 5735 S.W. 94th Place, Miami, Florida 33173.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

Andrew N. Hamer, 5735 S.W. 94th Place, Miami, Florida 33173; and David Knepper, 5735 S.W. 94th Place, Miami, Florida 33173.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is David Knepper, 5735 S.W. 94th Place, Miami, Florida 33173.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29 day of June, 1999.

David Knepper

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

AmaraFlor International Corp., desiring to organize under the laws of the State of Florida, has named David Knepper, located at 5735 S.W. 94th Place, Miami, Florida 33173, 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 the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this day of June, 1999.

Ву: __

David Knepper

MIA 1998/508717-2