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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

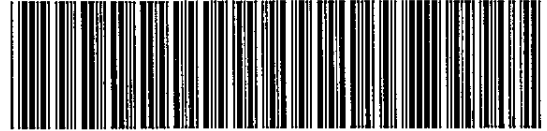
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W05-20416



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06/14/05--01068--007 **96.25

M. HODGES

06/14/05 10:03 AM

11/11/05

LAW OFFICES
JOSEPHS, JACK & MIRANDA

A PROFESSIONAL ASSOCIATION

FEDERAL EXPRESS

June 13, 2005

Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Hacienda Loma Linda, S.A.

Dear Sir/Madam:

Enclosed are the Application by Foreign Corporation for Authorization to Transact Business in Florida and Certificate of Existence regarding the above-captioned matter.

Also enclosed is our check in the amount of \$96.25, representing payment of the filing fee, Certificate of Status and two (2) Certified Copies of the registration.

Please forward one of the certified copies of the registration, as well as a photocopy of the Certificate of Status, to us in the enclosed, self-addressed envelope.

If you have any questions, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Very truly yours,


Michael R. Josephs

MRJ/tn
Encs. stated

NOTE: FILED UNDER PROTEST



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 21, 2005

DR. JUAN A. ARIAS Z.
HACIENDA LOMA LINDA
P.O. BOX 0816-02082
PANAMA, REP. OF PANAMA,

SUBJECT: HACIENDA LOMA LINDA, S.A.
Ref. Number: W05000030416

We have received your document for HACIENDA LOMA LINDA, S.A. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return 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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 305A00042469

LAW OFFICES
JOSEPHS, JACK & MIRANDA

A PROFESSIONAL ASSOCIATION

June 23, 2005

Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Michelle Hodges, Document Specialist

Re: Hacienda Loma Linda, S.A. Corp.
Letter No.: 305A00042469

Dear Ms. Hodges:

Thank you for your letter of June 21, 2005, a copy of which is enclosed.

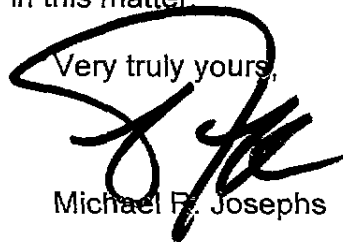
Also enclosed is a newly executed and corrected Application, per your request. This will confirm that you have retained the original Certificate of Existence and our check in the amount of \$96.25.

Please forward one of the certified copies of the registration, as well as a photocopy of the Certificate of Status, to us in the enclosed, self-addressed envelope.

If you have any questions, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Very truly yours,



Michael F. Josephs

MRJ/tn
Encls. stated

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HACIENDA LOMA LINDA, S.A. CORP.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DR. JUAN A. ARIAS Z.
(Name of Person)

HACIENDA LOMA LINDA
(Firm/Company)

P.O. BOX 0816-02082
(Address)

PANAMA, REP. OF PANAMA
(City/State and Zip code)

For further information concerning this matter, please call:

MICHAEL R. JOSEPHS 305-445-3800
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

NOTE: FILED UNDER PROTEST

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA.

1. HACIENDA LOMA LINDA, S.A. CORP. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. PANAMA, REPUBLIC OF PANAMA 3. (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. FEBRUARY 8, 1996 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. NOT APPLICABLE (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. EDIFICIO TORRE MIRAMAR/AVE. BALBOA Y CALLE 39/PANAMA, REP. OF PANAMA (Principal office address)

P.O. BOX 0816-02082 / REPUBLIC OF PANAMA (Current mailing address)

8. ORCHID POT PLANT AND CUT FLOWERS BUSINESS (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: MICHAEL JOSEPHS, JOSEPHS, JACK & MIRANDA, P.A.

Office Address: 2950 S.W. 27th Avenue, Suite 100

Miami, Florida 33133 (City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 obligations of my position as registered agent.

(Registered agent's signature) MICHAEL R. JOSEPHS

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

NOTES: FILED UNDER PROTEST

A. DIRECTORS

Chairman: DR. JUAN A. ARIAS ZUBIETA

Address: _____

Vice Chairman: JUAN A. ARIAS STRUNZ

Address: _____

Director: MARIA EUGENIA STRUNZ DE ARIAS

Address: _____

Director: ANA ISABEL ARIAS DE MOTTA

Address: _____

B. OFFICERS

President: DR. JUAN A. ARIAS ZUBIETA

Address: P.O. Box 0816-02082, Panama, Rep. of Panama

Vice President: JUAN ALBERTO ARIAS STRUNZ

Address: P.O. Box 0816-02082, Panama, Rep. of Panama

Secretary: ANA ISABEL ARIAS DE MOTTA

Address: P.O. Box 0816-02082, Panama, Rep. of Panama

Treasurer: MARIA EUGENIA STRUNZ DE ARIAS

Address: P.O. Box 0816-02082, Panama, Rep. of Panama

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. DR. JUAN A. ARIAS Z.

(Typed or printed name and capacity of person signing application)

NOTE: FILED UNDER PROTEST

TRANSLATION

REPUBLIC OF PANAMA
PUBLIC REGISTRY OF PANAMA

No. 0049645
Page 1
// OMCP //

CERTIFIES

ACCORDING TO REQUEST 891001

----- THAT THE CORPORATION-----

HACIENDA LOMA LINDA, S.A.
IS REGISTERED UNDER MICROJACKET: 312071 ROLL: 48735 FRAME: 98
SINCE FEBRUARY EIGHT OF NINETEEN HUNDRED NINETY SIX,

- THAT THE CORPORATION IS IN FORCE

- THAT ITS SUBSCRIBERS ARE:

- (1) HARMODIO HERRERA VILLARREAL
- (2) EZEQUIEL RUIZ RODRIGUEZ

- THAT ITS DIRECTORS ARE:

- (1) JUAN ALBERTO ARIAS ZUBIETA
- (2) MARIA EUGENIA STRUNZ DE ARIAS
- (3) ANA ISABEL ARIAS DE MOTTA
- (4) JUAN ALBERTO ARIAS STRUNZ

- THAT ITS OFFICERS ARE:

PRESIDENT : JUAN ALBERTO ARIAS ZUBIETA
TREASURER : MARIA EUGENIA STRUNZ DE ARIAS
SECRETARY : ANA ISABEL ARIAS DE MOTTA
VICE-PRESIDENT : JUAN ALBERTO ARIAS STRUNZ

- THAT THE LEGAL REPRESENTATION WILL BE EXERCISED BY:
THE LEGAL REPRESENTATION OF THE CORPORATION WILL BE EXERCISED BY THE
PRESIDENT THEREOF.

- THAT ITS RESIDENT AGENT IS: ICAZA, GONZALEZ-RUIZ & ALEMAN.

- THAT ITS DOMICILE IS PANAMA.

ISSUED AND SIGNED IN THE PROVINCE OF PANAMA, ON JUNE THIRD OF TWO THOUSAND
FIVE AT 06:08:13 P.M.

NOTE: THIS CERTIFICATION PAID FEES IN THE
AMOUNT OF B/. 30.00
VOUCHER NO. 891001
CERTIFICATE NO: CORPORATION - 661499
DATE: Friday, June 3, 2005

(sgd.) LUIS CHEN
REGISTRAR

I certify that the foregoing is a faithful translation from the Spanish document presented to me.

Ayín Esther Barrios NG
AYIN ESTHER BARRIOS NG
Certified Public Interpreter

June 9, 2005





REPUBLICA DE PANAMA
REGISTRO PUBLICO DE PANAMA No. 0049645

REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA
 PAG. 1
 77 OMCA

CERTIFICA

CON VISTA A LA SOLICITUD 891001

QUE LA SOCIEDAD :

HACIENDA LOMA LINDA, S.A.
 SE ENCUENTRA REGISTRADA EN LA FICHA: 312071 ROLLO: 48735 IMAGEN: 98
 DESDE EL OCHO DE FEBRERO DE MIL NOVECIENTOS NOVENTA Y SEIS,

QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS SUSCRIPTORES SON:
 (1) HARMODIO HERRERA VILLARREAL.
 (2) EZEQUIEL RUIZ RODRIGUEZ.

QUE SUS DIRECTORES SON:
 1) JUAN ALBERTO ARIAS ZUBIETA.
 2) MARIA EUGENIA STRUNZ DE ARIAS.
 3) ANA ISABEL ARIAS DE MOTTA.
 4) JUAN ALBERTO ARIAS STRUNZ

QUE SUS DIGNATARIOS SON:
 PRESIDENTE JUAN ALBERTO ARIAS ZUBIETA.
 TESORERO MARIA EUGENIA STRUNZ DE ARIAS.
 SECRETARIO ANA ISABEL ARIAS DE MOTTA.
 VICE-PRESIDENTE JUAN ALBERTO ARIAS STRUNZ

QUE LA REPRESENTACION LEGAL LA EJERCERA:
 LA REPRESENTACION LEGAL DE LA SOCIEDAD LA EJERCERA EL PRESIDENTE DE LA MISMA.

QUE SU AGENTE RESIDENTE ES: ICAZA, GONZALEZ-RUIZ & ALEMAN.

QUE SU DOMICILIO ES PANAMA

EXPEDIDO Y FIRMADO EN LA PROVINCIA DE PANAMA , EL TRES DE JUNIO DEL DOS MIL CINCO A LAS 06:08:13, P.M.

NOTA: ESTA CERTIFICACION PAGO DERECHOS POR UN VALOR DE B/. 30.00
 COMPROBANTE NO. 891001
 NO. CERTIFICADO: S. ANONIMA - 661499
 FECHA: Viernes 03, Junio DE 2005

// OMCA //

[Handwritten Signature]
 LUIS CHEN
 CERTIFICADOR

