EFFECTIVE DATE
9-13-02

Sunstate Research
Requestor's Name

P02000099782

Address

City/State/Zip Phone #

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TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Elite Flower Services, Inc
(Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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| | NEW FILINGS |
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| X | Profit |
| | NonProfit |
| | Limited Liability |
| | Domestication |
| | Other |

| | AMENDMENTS |
|---|---|
| | Amendment |
| | Resignation of R.A., Officer/ Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

*Effective date 9/13/02

| | OTHER FILINGS |
|---|---|
| | Annual Report |
| | Fictitious Name |
| | Name Reservation |

| | REGISTRATION/ QUALIFICATION |
|---|---|
| | Foreign |
| | Limited Partnership |
| | Reinstatement |
| | Trademark |
| | Other |

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| Examiner's Initials | |
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# ARTICLES OF INCORPORATION OF ELITE FLOWER SERVICES, INC.

## ARTICLE I – NAME

The name of this corporation is ELITE FLOWER SERVICES, INC., and its address is c/o 701 Brickell Avenue, Suite 2500, Miami, FL 33131.

## ARTICLE II - DURATION

This corporation shall have perpetual existence with an effective date commencing on September 13, 2002..

## ARTICLE III – PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

## ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of one penny ($.01) par value common stock, which shall be designated "Common Shares".

## ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Roger Friedbauer and his address is care of 701 Brickell Avenue, Suite 2500, Miami, Florida 33131.

## ARTICLE VI – INITIAL BOARD OF DIRECTORS

This Corporation shall have three (1) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are as follows:

| Name | Address |
| --- | --- |
| Juan Carlos Madrinan | c/o 701 Brickell Avenue<br>Suite 2500<br>Miami, FL 33131 |
| Alonso Paredes | c/o 701 Brickell Avenue<br>Suite 2500<br>Miami, FL 33131 |
| Roger Friedbauer | c/o 701 Brickell Avenue<br>Suite 2500<br>Miami, FL 33131 |

## ARTICLE VII – BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors of the Corporation.

## ARTICLE VIII – INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by laws.

## ARTICLE IX – INCORPORATOR

The name of the person signing these Articles of Incorporation is Roger Friedbauer and his address is c/o 200 South Biscayne Blvd., Suite 2500, Miami, Florida 33131.

## ARTICLE X – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of September, 2002.

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TALLAHASSEE, FLORIDA

Roger Friedbauer, Incorporator

## ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF THE DUTIES OF REGISTERED AGENT.

DATED THIS 13th day of September, 2002.

Name: Roger Friedbauer
Registered Agent