

PO1000042572

TRANSMITTAL LETTER

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

Department of State  
Division of Corporations  
409. E. Gaines St.  
Tallahassee, FL 32

Subject: J & C GARDENS, CORP.

(proposed corporate name)

Enclosed please find an original and one copy of the article  
of incorporation for the above corporation and check in the  
amount of \$ 78.75.

From:

Jose Escarpio

100004082141--4

-04/26/01-01039-003

\*\*\*\*\*78.75 \*\*\*\*\*78.75

10661 N. KENDALL DR. S. 204

MIAMI, FL

(305) 275-0055

FILED  
01 APR 26 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH APR 27 2001

4/

ARTICLES OF INCORPORATION

OF

J & C GARDENS, CORP.

FILED  
01 APR 26 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

J & C GARDENS, CORP.

ARTICLE II - ADDRESS

The address of the principal office until further notice is: 10002 W. Flagler St., Miami, FL 33174.

ARTICLE III - CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding is one thousand (1,000) common shares at one (\$1.00) dollar par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation is: Juan Ganem and the registered office is 10002 W. Flagler St. Miami, FL 33174.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Juan Ganem  
10002 W. Flagler St.  
Miami, FL 33174

ARTICLE VI - DURATION

This corporation shall have a perpetual existence unless dissolved according to law.

## ARTICLE VII - PURPOSE

The purposes for which this corporation is organized are:

- (a) To engage and transact any and all lawful business which corporations normally do within the State of Florida.
- (b) To operate any legal business at the wholesale or retail level (or both) including but not limited to the operation of a flower shop garden and related.

## ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any agent, to the full extent permitted by law.

## ARTICLE IX - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of one director as follows:

Juan Ganem

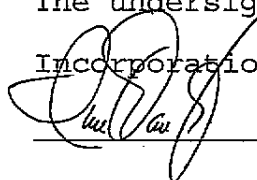
Director, President and Treasurer  
10002 W. Flagler St. Miami, FL 33174

## ARTICLE X - BY-LAWS

The Board of Director shall adopt By-Laws for this Corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by law.

The undersigned incorporator has executed these Articles of

Incorporation this 18 day of April 2001.



Juan Ganem

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registererd agent, in the State of Florida.

1. The name of the corporation is \_\_\_\_\_

J & C GARDENS, CORP.

2. The name and address of the registered agent and office is:

Juan Ganem  
Name \_\_\_\_\_

10002 W. Flagler St. Miami, Fl 33174  
Address \_\_\_\_\_

The following officer of this corporation has authorized the above person and office to be its registered agent and registered office.

Signature \_\_\_\_\_

President

Title \_\_\_\_\_

Date 4/18/01

FILED  
01 APR 26 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

Signature \_\_\_\_\_

Date 4/18/01