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Fax Number : (850) 205-0383

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LIMITED LIABILITY COMPANY

UPZ Floral, LLC

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DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION OF UPZ FLORAL, LLC

The undersigned, acting as the members of UPZ Floral, LLC, under the Florida Limited Liability Company Act, adopt the following Articles of Organization:

ARTICLE I.

NAME

The name of the limited liability company is: UPZ Floral, LLC

ARTICLE II.

DURATION

The duration of this Limited Liability Company shall be perpetual unless terminated by law or its members.

ARTICLE III.

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal office address and mailing address of the Limited Liability Company formed hereby is o/o Nicolas Fernandez, P.A., 780 NW Le Jeune Road, Suite 324, Miami, Florida 33126.

ARTICLE IV.

NAME AND STREET ADDRESS OF INITIAL REGISTERED AGENT

The name of the initial registered agent is Esquire Corporate Services, Inc., and its street address is 780 NW Le Jeune Road, Suite 324, Miami, Florida 33126.

ARTICLE V.

RIGHTS OF MEMBERS

The members of this Limited Liability Company, among other things, reserve the right to: (a) admit new members if unanimously agreed to by all members, and (b) continue this Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

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ARTICLE VI.

MANAGEMENT

This Limited Liability Company shall be managed by one or more managers as determined by its Operating Agreement.

ARTICLE VII.

INITIAL MEMBER

The initial member of this Limited Liability Company is The USA Bouquet Company, a Florida corporation.

IN WITNESS WHEREOF, the undersigned as authorized representative of the members has executed these Articles of Organization this ____ of April 2003

NICOLAS FERNANDEZ, P.A.

By: 

Nicolas Fernandez, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for UPZ Floral, LLC, in the foregoing Articles of Organization, we hereby agree to accept service of process for said Limited Liability Company and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

ESQUIRE CORPORATE SERVICES,
INC., a Florida Corporation

By: 

Nicolas Fernandez, President

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