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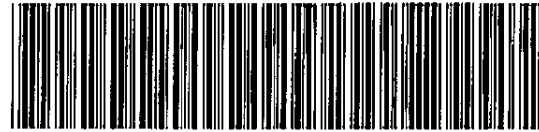
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. PBC FLOWERS, L.L.C.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

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(Document #)



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Photocopy



Certificate of Status

**NEW FILINGS**



Profit



Not for Profit



Limited Liability



Domestication



Other

**AMENDMENTS**



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

**OTHER FILINGS**



Annual Report



Fictitious Name

**REGISTRATION/QUALIFICATION**



Foreign



Limited Partnership



Reinstatement



Trademark



Other

**Examiner's Initials**

**ARTICLES OF ORGANIZATION  
FOR  
C & C FLOWERS, L.L.C.**

**ARTICLE I**

**NAME**

The name of the limited liability company is C & C FLOWERS, L.L.C.(the "Company").

**ARTICLE II**

**ADDRESS**

The mailing address and street of the Company's principal office is 1450 N.W. 82<sup>nd</sup> Avenue, Miami, Florida, 33126.

**ARTICLE III**

**PURPOSE AND POWERS**

Except as restricted these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

**ARTICLE IV**

**DURATION**

These Articles of Organization shall become effective as of the filing hereof (the "Effective Date").

Unless earlier terminated by unanimous consent of all members, or under the Act, Fla. Chapter 608, et seq., or the Operating Agreement, the period of duration of the Company shall be perpetual.

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**ARTICLE V**  
**REGISTERED AGENT AND OFFICE**

The Name of the Company's initial registered agent is Carlos Daniel Rodriguez. The street address of the Company's registered agent in Florida is 1450 N.W. 82<sup>nd</sup> Avenue, Miami, Florida, 33126.

**ARTICLE VI**  
**AUTHORIZED REPRESENTATIVE**

The name and address of the person signing these Articles of Organization as authorized representative of the members is: Carlos Daniel Rodriguez, 1450 N.W. 82<sup>nd</sup> Avenue, Miami, Florida, 33126.

**ARTICLE VII**  
**MANAGEMENT**

This Company will be managed by one or more Managers appointed by the Members in accordance with the terms of the Operating Agreement. As such, the Company will be Manager-Managed. The Managers will be designated as the President, Secretary, and Treasurer of the Company, and may also be designated as Vice Presidents, Assistant Secretaries, and Assistant Treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as Directors under the Operating Agreement who shall act in a manner similar to the Directors of a corporation. The Members, at a meeting of the Members held not less than annually, shall designate the Managers, who shall be required to be Members, and the positions that these Managers will hold. The initial Managers, who shall serve until the first annual meeting of the Members or until their successors are elected and

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qualify, and their designations shall be as follows:

**Name:**

**Carlos Daniel Rodriguez**

**Position:**

**Managing Member/Director**

## **ARTICLE VIII**

### **ADMISSION OF NEW MEMBERS**

The then existing members of the Company shall have the right to admit new members. Additional members may be admitted only by the unanimous written consent of the existing members, and the existing member shall determine the amount and nature of contributions by new members at the time the new members are admitted.

## **ARTICLE IX**

### **CONTINUATION OF BUSINESS**

The remaining members of the Company may not continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member in the Company unless there is a unanimous written consent by the remaining members to do so.

## **ARTICLE X**

### **ADDITIONAL PROVISIONS**

A. Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

B. The power to adopt, alter, amend, or repeal any provision contained in these Articles of Organization or the Regulations of the Company is vested entirely in the Managing Members listed above in Article VI herein, and only by written consent, in accordance with the Florida Limited Liability Company Act.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 2 day of September, 2005.

  
\_\_\_\_\_  
**Carlos Daniel Rodriguez**  
**Authorized Representative**

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 2 day of September, 2005, by CARLOS DANIEL RODRIGUEZ, as authorized representative of the members, who is known to me or who produced the following identification N/A.

My Commission Expires:

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large



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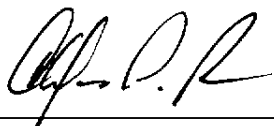
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

The name of the limited liability company is **C & C FLOWERS, L.L.C.**

The name and address of the registered agent and office is: **Carlos Daniel Rodriguez,  
1450 N.W. 82<sup>nd</sup> Avenue, Miami, Florida, 33126.**

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in this certificate, 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 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.

Dated: September 2, 2005.

  
\_\_\_\_\_  
**Carlos Daniel Rodriguez**  
**Registered Agent**