



THE UNITED STATES  
CORPORATION  
COMPANY

# L99000000367

ACCOUNT NO. : 072100000032

REFERENCE : 099371 11654A

AUTHORIZATION :

*Patricia Pujat*

COST LIMIT : \$ 337.50

FILED  
99 JAN 19 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 14, 1999

ORDER TIME : 10:23 AM

ORDER NO. : 099371-010

CUSTOMER NO: 11654A

100002745601--0

CUSTOMER: Judy Baxter, Legal Asst  
HOLTZMAN KRINZMAN EQUELS &  
HOLTZMAN KRINZMAN EQUELS &  
2601 South Bayshore Drive  
Suite 600  
Miami, FL 33133

DOMESTIC FILING

NAME: FOOD & FLOWER CO. OF AMERICAS,  
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Name	<i>AL</i>
Availability	<i>1-72</i>
Document	<i>AL</i>
Examiner	<i>AL</i>
Updater	<i>AL</i>
Uploader	<i>AL</i>
Verifier	<i>AL</i>
Acknowledgment	<i>AL</i>
W. P. Verifier	<i>AL</i>

RECEIVED  
99 JAN 19 AM 9:53  
DIVISION OF CORPORATION

*\* File and \**



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 19, 1999

JANNA WILSON  
CSC

SUBJECT: FOOD & FLOWER CO. OF AMERICAS, L.L.C.  
Ref. Number: W99000001323

FILED  
99 JAN 19 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for FOOD & FLOWER CO. OF AMERICAS, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "CO.." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 699A00002421

RECEIVED  
99 JAN 22 AM 10:41  
DIVISION OF CORPORATION

**RESUBMIT**

Please give original  
submission date as file date.

ARTICLES OF ORGANIZATION FOR  
FOOD & FLOWERS OF AMERICAS, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY

*ARTICLE I - Name:*

The name of the Limited Liability Company is:

FOOD & FLOWERS OF AMERICAS, L.L.C.

FILED  
09 JAN 19 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ARTICLE II - Address:*

The mailing address and street address of the principal office of the Limited Liability Company is:

9370 Sunset Drive  
Suite A240  
Miami, Florida 33173

*ARTICLE III - Duration:*

The period of duration for the Limited Liability Company shall be perpetual.

*ARTICLE IV - Management:*

The Limited Liability Company is to be managed by a manager who shall serve as the manager of the Limited Liability Company until the first meeting of members or until his successor(s) are elected and qualified, and whose name and address is as follows:

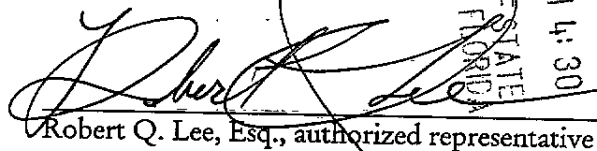
David E. Christopherson  
9370 Sunset Drive  
Suite A240  
Miami, Florida 33173

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FOOD & FLOWERS OF AMERICAS, L.L.C. deposes and says:

- (1) the above named Limited Liability Company has at least one (1) member;
- (2) the total amount of cash contributed by the member(s) is: \$1,000.00;
- (3) if any, the agreed value of property other than cash contributed by member(s) is: \$-0-; and
- (4) the total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00.  
This total includes amounts from 2 and 3 above.

Member (or authorized representative):

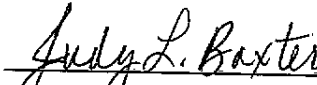
  
Robert Q. Lee, Esq., authorized representative

STATE OF FLORIDA  
COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me on this 21<sup>st</sup> day of January, 1999, by Robert Q. Lee, Esq., as authorized representative for David E. Christopherson Family Limited Partnership, a member of Food & Flowers of Americas, L.L.C., a Florida limited liability company. He is personally known to me or has produced as identification.

NOTARY PUBLIC, STATE OF FLORIDA

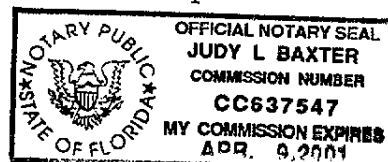
Sign:



Print:

JUDY L. BAXTER

My commission expires:



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

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

FOOD & FLOWERS OF AMERICAS, L.L.C.

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

David E. Christopherson  
9370 Sunset Drive  
Suite A240  
Miami, FL 33173

FILED  
09 JAN 19 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

By: Arthur J. Furia  
Arthur J. Furia, Esq., under  
Power of Attorney for  
David E. Christopherson

Date 1/21/1999