

Department of State
Division of Corporations
P. O. Box 3327
Tallahassee, FL 32314

PO0000019655

SUBJECT: FLOWERS BY CAROLYN INC
(Proposed corporate name - must include suffix)

100003142141--4
-02/21/00--01141--011
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: TZVI SHARABY
Name (Printed or typed)

6650 STIRLING RD STE V
Address

HOLLYWOOD FL 33021
City, State & Zip

954-961-8661
Daytime Telephone number

FILED
00 FEB 21 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

CC.
2-24-00

ARTICLES OF INCORPORATION
OF
FLOWERS BY CAROLYN INC.

FILED
00 FEB 21 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I – NAME

The name of this corporation is FLOWERS BY CAROLYN INC.

ARTICLE II – PURPOSE

This corporation is organized for the purpose of transaction any and all lawful business permitted under the laws of Florida.

ARTICLE III – CAPITAL STOCK

This corporation is authorized to issue five hundred shares of \$1. Par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV – VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common shares.

ARTICLE V – EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the date of execution and acknowledgment of these articles. In the event that these articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after the subscription and acknowledgment hereof, corporate existence shall begin when these article are filed with the Department of State. This corporation shall have perpetual existence.

ARTICLE VI – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as neatly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5650 Stirling Rd. Ste. 11 Hollywood, FL 33021. The name of the initial registered agent of the corporation is Tzvi Sharaby whose address is 5650 Stirling Rd. Ste. 11 Hollywood, FL 33021.

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders by a majority vote determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is Tzvi Sharaby, 5650 Stirling Rd. Ste. 11 Hollywood, FL 33021.

ARTICLE IX – INCORPORATOR

The name and address of the person signing these Articles is Tzvi Sharaby, 5650 Stirling Rd. Ste. 11 Hollywood, FL 33021.

ARTICLE X – INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

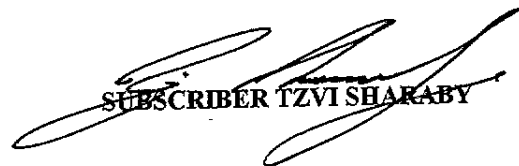
No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected by or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors, or officers of, such other corporation.

Any directors individually, or any firm of which any director may be member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever. The corporation shall have first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation
this 2 day of FEB., 2000.


SUBSCRIBER TZVI SHARABY

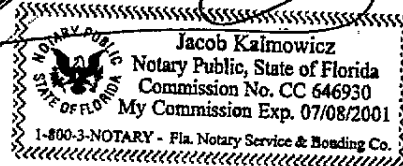
STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, a notary public authorize to take acknowledgment in the State and County set forth above, personally appeared Jamie Flynn, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2 day of Feb., 2000.

NOTARY PUBLIC, State of Florida

My Commission Expire:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with
said act:

First—that FLOWERS BY CAROLYN INC. desiring to organized under the laws of the State of Florida
with it principal office, as indicated in the articles of incorporation at 5650 Stirling Rd. Ste. 11. City of
Hollywood, State of Florida has named Tzvi Sharaby located at 5650 Stirling Rd. Ste 11, City of
Hollywood, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision
of said Act relative to keeping open said office.

BY



TZVI SHARABY

FILED
00 FEB 21 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA