

P000000 19916

TRANSMITTAL LETTER

FILED
00 FEB 21 AM 10:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

000003141990--6
-02/21/00-01129-009
*****87.50 *****87.50

SUBJECT:

ROCHELLE'S FLORAL DESIGNS, INC.

Enclosed an original two(2) copys of the articles of incorporation and a check for:

- \$87.50 for Filing Fee, Certified Copy & Certificate

FROM:

DORIS BONNET INCOME TAX & ACCOUNTING SERVICES

2606 East Robinson St.
Orlando, FL. 32803

407-228-6660(Office)
407-228-6868(Fax)
407-980-2534(Pager)

Doris Bonnet GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art IX reward to
DATE 2/25
DOC. EXAM SMT

indicate principal
address only and
then RA + address.
Also, on Design. Page
remove business address
not to confuse as RA
address. This was listed
as a separate address for RA
so therefore it appeared there
were two addresses for the RA.

Thompson FEB 25 2000

ARTICLES OF INCORPORATION

OF

ROCHELLE'S FLORAL DESIGNS, INC.

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ARTICLE I. NAME

The name of this corporation shall be Rochelle's Floral Designs, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America. The services provided will be prepares Cakes, Head Pieces, Room Decorations, Sympathy Flowers, Floral Party, Planning, Decorations and Gifts for all occasions.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of Capital Stock at \$1.00 (One Dollar) par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTICTIONS

No shareholder shall have the right to sell, assign, pledge, number, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If these corporations fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholders, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which is On File At This Corporation's Principal Office."

ARTICLES VII. INITIAL OFFICERS

The number of directors on this corporation's Initial Officers shall be 2. The number of officers may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. There will be no board of directors at the present time.

The names and addresses of each individual who shall serve as a member of the Initial Officers are:

President, Vice-President
Milagros Rodriguez
2236 Viento St
Orlando, Fl 3282

Secretary, Treasurer
Milagros Nieves
2236 Viento St.
Orlando, FL 32822

ARTICLES VIII. INDEMNIFICATION

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

ARTICLES IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the physical address of this corporation shall be:

*4300 S.Semoran Blvd. Suite 109
Orlando, Fl 32822*

The name of the individual who shall serve as this corporation's initial registered agent is:

*Milagros Rodriguez
2236 Viento St.
Orlando, Fl 32822*

ARTICLE X. INCORPORATORS

The names and addresses of the individuals who shall serves as this corporation's incorporator are:

*Milagros Rodriguez
2236 Viento St.
Orlando, Fl 32822*

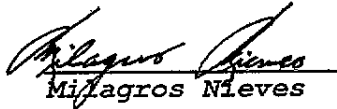
*Milagros Nieves
2236 Viento St.
Orlando, FL 32822*

ARTICLES XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the incorporators executed these articles of Incorporation these 17 days of February 2000.


Milagros Rodríguez


Milagros Nieves

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

In compliance with their Florida Business Corporation Act, the following is submitted:

That ROCHELLE'S FLORAL DESIGNS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Orlando, County of Orange, State of Florida, has named:

I'm accepting being Registered Agent

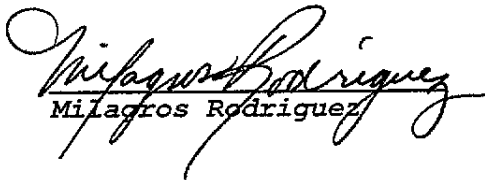
Milagros Rodriguez

At the mailing Address:

2236 Viento St.
Orlando, Fl 32822

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TALLAHASSEE FLORIDA

As its agent to accept of process within this State.


Milagros Rodriguez

Have been made to accept service of process for the above Stated Corporation, at the place designated in this capacity and agree to comply with the provisions of said act relative to keeping open said office


Milagros Rodriguez