

P000000/02347

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

300003445933--6
-10/31/00--01053--007
*****78.75 *****78.75

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

EFFECTIVE DATE

10-30-00

1- FREE ROSES ON LINE CORP.

2- _____

3- _____

4- _____

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
00 OCT 31 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
00 OCT 31 PM 1:25
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION
OF
FREE ROSES ON LINE CORP.

FILED
00 OCT 31 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

RECEIVED DATE
10-30-00

ARTICLE I - Name

The name of the corporation is **FREE ROSES ON LINE CORP.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be 888 Brickell Avenue, Fifth Floor, Miami, Florida 33131.

ARTICLE III - Term of Existence

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Authorized Shares

(a) Number. The Corporation is authorized to issue one hundred thousand (100,000) shares of common stock having a par value of \$1.00 each.

(b) Preemptive Rights. Shareholders shall have preemptive rights.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall be 888 Brickell Avenue, Fifth Floor, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Pedro P. Sáez, Esq.

ARTICLE VII - Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first members of the board of directors are:

<u>Name:</u>	<u>Address:</u>
CARLOS MONGE	888 Brickell Avenue Fifth Floor Miami, FL 33131
RICARDO ORTEGA	888 Brickell Avenue Fifth Floor Miami, Florida 33131
RENATO QUINTAO	888 Brickell Avenue Fifth Floor Miami, Florida 33131

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE IX - Incorporator

The name and address of the subscriber to these Articles are:

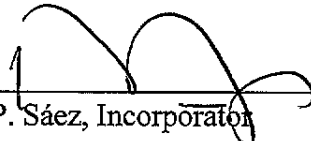
Name:

Address:

PEDRO P. SÁEZ

888 Brickell Avenue
5th Floor
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 30th day of October, 2000.

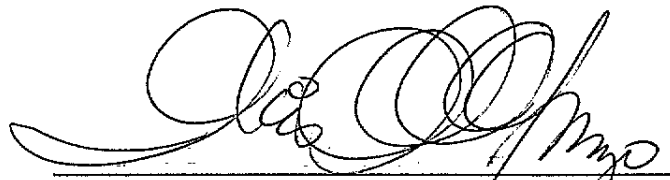


Pedro P. Sáez, Incorporator (SEAL)

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

BEFORE ME, the undersigned authority, this day personally appeared PEDRO P. SÁEZ, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami- Dade County, Florida this 30 day of October, 2000.



Printed Name: _____ Iris T. Alonzo
Notary Public, State of Florida  My Commission CC924862
Expires April 03, 2004


My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
00 OCT 31 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


In compliance with Section 48.091, Florida Statutes, the following is submitted:

FREE ROSES ON LINE CORP. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Pedro P. Sáez, Esq., located at 888 Brickell Avenue, Fifth Floor, Miami, Florida 33131, as its agent to accept service of process within Florida.


_____(SEAL)
Pedro P. Sáez, Esq
Incorporator

Dated: October 30, 2000

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


_____(SEAL)
PEDRO P. SÁEZ, ESQ.
Registered Agent

Dated: October 30, 2000