

Charter Number Only

8/8/01

Requestor's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

000004526770--5
-08/09/01--01016--007
*****78.75 *****78.75

CORPORATION(S) NAME

Prestige Floral, INC.



Empire Toll Free: 1-800-432-3028

RECEIVED
01 AUG -9 AM 9:54
DIVISION OF CORPORATION
FILED
01 AUG -9 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| | <input checked="" type="checkbox"/> Pick Up | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Cert. COPY

CERTIFICATE OF INCORPORATION

OF

PRESTIGE FLORAL, INC.

FILED
01 AUG -9 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION OF CORPORATIONS FOR PROFIT, WITH POWERS, RIGHTS, PRIVILEGES, AND THE IMMUNITIES HEREINAFTER MENTIONED, AND MAKE, SUBSCRIBE, AND ACKNOWLEDGE AND FILE WITH THE SECRETARY OF THE STATE OF FLORIDA, THIS CERTIFICATE OF INCORPORATION, AND TO THAT END WE DO BY THIS CERTIFICATE OF INCORPORATION AND TO THAT END WE DO BY THIS CERTIFICATE SET FORTH.

ARTICLE I.

THE NAME OF THE CORPORATION IS PRESTIGE FLORAL, INC.

ARTICLE II.

THE GENERAL NATURE OF THE BUSINESS, OBJECTS, AND PURPOSES PROPOSED TO BE TRANSACTED AND CARRIED ON ARE TO DO ALL AND ANY THINGS ALLOWED AND PERMITTED TO BE DONE BY CORPORATIONS UNDER THE STATUTES OF THE STATE OF FLORIDA, AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD, TO--WIT:

- A. TO OPERATE A WHOLESALE FLOWER COMPANY.
- B. TO DO ALL AND EVERYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENTS OF THE OBJECTS ENUMERATED IN THE CERTIFICATE OF INCORPORATION OF ANY AMENDMENT THEREOF OR NECESSARY OR INCIDENTAL TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO ATTAINMENT OF THE OBJECTS SET FORTH HEREIN, IT BEING UNDERSTOOD THAT THE FOREGOING ENUMERATION OF SPECIFIC POWERS SHALL NOT BE DEEMED TO BE EXCLUSIVE, BUT ALL OTHER LAWFUL POWERS CONFERRED BY STATUTES OF THE STATE OF FLORIDA HEREBY INCLUDED.

ARTICLE III.

THE MAXIMUM NUMBER OF SHARES OF STOCK WITH NOMINAL OR PAR VALUE AND THE MAXIMUM NUMBER OF SHARES WITH OUR NOMINAL OR PAR VALUE THAT THE CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME, THE CLASSES, TOGETHER WITH DISTINGUISHING CHARACTERISTICS OF EACH, INTO WHICH THE SAME ARE DIVIDED AND THE NOMINAL OR PAR VALUE OF SHARES OF STOCK, IS 1000 SHARES OF COMMON STOCK AT \$5.00 PAR VALUE.

ARTICLE IV.

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS WITH IS NOT LESS THAN THE SUM OF FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V.

THE EXISTENCE OF THIS CORPORATION SHALL BE PERPETUAL, UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE VI.

THE PRINCIPAL AND REGISTERED OFFICE OF CORPORATION IS TO BE LOCATED AT 8264 N.W. 14 STREET, MIAMI, FL 33126, THE REGISTERED AGENT IS JAMES BERNARD BUTTS.

ARTICLE VII.

THE NAMES AND ADDRESSES OF THE FIRST BOARD OF DIRECTORS, WHO, SUBJECT TO THE PROVISIONS OF THE CERTIFICATE OF INCORPORATION, THE BY-LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

JAMES BERNARD BUTTS	20883 N.W. 4 STREET
PRESIDENT	PEMBROKE PINES, FL 33029

FRANK EUGENE NUGENT	8321 N.W. 170 TERRACE
SECRETARY/TREASURER	HIALEAH, FL 33015

THE NUMBER OF DIRECTORIES OF THIS CORPORATION SHALL NOT BE LESS THAN TWO (2) NOR MORE THAN FIVE (5).

ARTICLE VIII.

THE NAMES AND ADDRESSES OF THE PRESIDENT, AND SECRETARY AND TREASURER, WHO SUBJECT TO THE PROVISIONS OF THE CERTIFICATE OF INCORPORATION, THE BY-LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL SUCH SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

JAMES BERNARD BUTTS	20883 N.W. 4 STREET
PRESIDENT	PEMBROKE PINES, FL 33029

FRANK EUGENE NUGENT	8321 N.W. 170 TERRACE
SECRETARY/TREASURER	HIALEAH, FL 33015

ARTICLE IX.

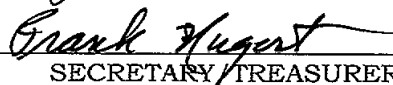
THE NAMES AND ADDRESSES OF EACH SUBSCRIBER OF THE CERTIFICATE OF INCORPORATION, THE NUMBER OF SHARES OF THE \$5.00 PAR VALUE COMMON STOCK OF THE CORPORATION WHICH ALL AGREE TO TAKE ARE AS FOLLOWS:

JAMES BERNARD BUTTS	50%
FRANK EUGENE NUGENT	50%

THE UNDERSIGNED HAVE MADE AND SUBSCRIBED THE CERTIFICATE OF INCORPORATION AT 4182 S. UNIVERSITY DRIVE, DAVIE, FL 33328 FOR THE USES AND PURPOSES AFORESAID ON 7TH DAY OF AUGUST, 2001.



PRESIDENT



SECRETARY/TREASURER

ACCEPTANCE OF RESIDENT AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH ALL THE PROVISIONS OF LAW REGARDING RESIDENT AGENT.



REGISTERED AGENT

FILED
01 AUG -9 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA