

**Florida Department of State**  
Division of Corporations  
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Katherine Harris, Secretary of State

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STATE OF FLORIDA  
TALLAHASSEE, FL 32304

**FLORIDA PROFIT CORPORATION OR P.A.**

**garden flowers international, inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION OF  
GARDEN FLOWERS INTERNATIONAL, INC.**

The undersigned incorporator, 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 the corporation shall be:

GARDEN FLOWERS INTERNATIONAL, INC. (hereafter referred to as the ("Corporation")).

**ARTICLE II  
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 4703 N.W. 79<sup>th</sup> Avenue, Miami, Florida 33166. The name of the initial registered agent of the corporation and address shall be: Reinaldo Paez, 4703 N.W. 79<sup>th</sup> Avenue, Miami, Florida 33166.

**ARTICLE III  
DURATION**

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation to the Department of State and shall be of perpetual duration, or until dissolved on a vote of the shareholder(s) as provided in the Bylaws, or as provided by law.

Prepared by:  
Livia R. Dreize, Esq.  
Damera & Dreize, P.A.  
City National Bank Building  
2701 Le Jeune Road, Suite 406  
Coral Gables, Florida 33134  
Tel. (305) 446-6760; Fax (305) 446-9991  
Fla. Bar No. 0001988

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#### **ARTICLE IV PURPOSE**

This corporation is organized for the following purposes:

a. This corporation is organized for the purpose of transacting any and all businesses activities permitted by the laws of the State of Florida, including but not limited to any and all commercial activities.

The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Corporation.

#### **ARTICLE V CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, referred to as Common Shares, and shall have a par value of \$1.00 per share.

#### **ARTICLE VI 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 VII PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash on any new stock of this Corporation or sale of existing shares held by another shareholder, of the same kind, class or series as that which he already holds, shall have the right of first refusal to the purchase of his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VIII DIRECTORS**

The corporation is to be managed by a board of director(s). The Corporation shall have one director initially. The initial director of the Corporation shall hold office until his/her successor(s) is/are elected and qualified as provided in the Bylaws, or until his/her earlier resignation or removal from office. The name of the initial director is:

<u>Name</u>	<u>Address</u>
Reinaldo Paez - President, Treasurer Secretary and Director	4703 N.W. 79 <sup>th</sup> Avenue Miami, Florida 33166

The term of Office of each director shall be for one year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the initial board of directors shall be the authorized number of directors until the number is changed by a Bylaw duly adopted by the shareholders.

## **ARTICLE IX BYLAWS**

The initial director shall submit the proposed Bylaws to the shareholder(s) at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of Bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the Bylaws.

## **ARTICLE X INDEMNIFICATION**

The Corporation shall indemnify any officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

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The undersigned incorporator of this corporation has executed these Articles of Incorporation at Miami, Florida this 25<sup>th</sup> day of October, 2001.

  
REINALDO PAEZ


STATE OF FLORIDA  
COUNTY OF DADE

I certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared REINALDO PAEZ who is personally known to me or who has produced FL. DRIVERS LICENSE as identification and executed the foregoing instrument.



WITNESS MY HAND AND SEAL this 25<sup>th</sup> day of October, 2001.

Livia R. Dreize  
Commission # CC 785784  
Expires DEC. 8, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
NOTARY PUBLIC

#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article II of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

Dated this 25<sup>th</sup> day of October, 2001.

  
REINALDO PAEZ  
Registered Agent

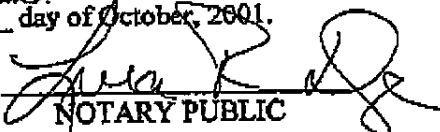
STATE OF FLORIDA  
COUNTY OF DADE

I certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared REINALDO PAEZ who is personally known to me or who has produced FL. DR. LICENSE as identification and executed the foregoing instrument.

WITNESS MY HAND AND SEAL this 25<sup>th</sup> day of October, 2001.



Livia R. Dreize  
Commission # CC 785784  
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