

CR2E031(9/92)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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## ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporations for profit.

### ARTICLE I. NAME

The name of this corporation shall be:

**JESSICA FLOWERS, INC.**

### ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

That the present main business of the corporation is as follows:

**FLOWER WHOLESALE & DISTRIBUTOR**

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) Shares of common stock, of One Hundred Dollars (\$100.00) par value.

#### ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than Five Hundred (\$500.00) Dollars.

#### ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

#### ARTICLE VI, ADDRESS

The initial street address in this State of the principal office of the corporation shall be:

1725 WEST 42<sup>nd</sup> PLACE  
HIALEAH, FLORIDA 33012

The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VII, DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of this having

heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors or the corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any

such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the first Board of Directors and of the officers, who, subject to the provisions of these Articles of Incorporation, By-Laws of this Corporation, and the corporation laws of the State of Florida, shall hold office the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

| <u>Name</u>        | <u>Title</u>        | <u>Address</u>  |
|--------------------|---------------------|---|
| JESUS ECHEVARRIA   | PRESIDENT           | 1725 WEST 42 <sup>nd</sup> PLACE<br>HIALEAH, FL 33012 |
| OLGA L. ECHEVARRIA | SECRETARY-TREASURER | 1725 WEST 42 <sup>nd</sup> PLACE<br>HIALEAH, FL 33012 |

#### ARTICLE IX, INCORPORATORS

The names and addresses of each incorporators of these Articles of Incorporation are as follows:

| <u>Name</u>        | <u>Addresses</u>   |
|--------------------|--|
| JESUS ECHEVARRIA   | 1725 WEST 42 <sup>nd</sup> PLACE<br>HIALEAH, FLORIDA 33012 |
| OLGA L. ECHEVARRIA | 1725 WEST 42 <sup>nd</sup> PLACE<br>HIALEAH, FLORIDA 33012 |

#### ARTICLE X, OFFICERS

The officers of this Corporation shall be a President, one or more Vice-Presidents, a Secretary and Treasurer, and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.


ARTICLE XI. AMENDMENT

This Corporation reserves the right to amend, alter change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred on stockholders herein granted subject to this reservation.

ARTICLE XII. REGISTERED AGENT  
AND REGISTERED ADDRESS

JESUS ECHEVARRIA  
1725 WEST 42<sup>nd</sup> PLACE  
HIALEAH, FLORIDA 33012

IN WITNESS WHEREOF, the undersigned as subscribing incorporators,  
have hereunto set our hands and seals this 2 day JANUARY, 2002 for  
the purpose of forming this Corporation under the Laws of the State of Florida, and  
hereby make and file, in the office of the Secretary of the State of Florida, these  
Articles of Incorporation, and certify that the facts herein stated are true.

  
\_\_\_\_\_  
JESUS ECHEVARRIA (Seal)



ACCEPTANCE OF DESIGNATION OF RESIDENCE AGENT

The undersigned, named as Resident Agent in the Articles of Incorporation of

JESSICA FLOWERS, INC.

does hereby accept the designation of Resident Agent and agrees to perform those until  
and unless removed by the Board of Directors of said Corporation.

• Dated at Miami, Dade County, Florida this 2 of JANUARY, 2002.

  
\_\_\_\_\_  
JESUS ECHEVARRIA

02 JAN -3 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA