

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : JORGE L. GURIAN P.A.
Account Number : I200100000123
Phone : (305) 279-4101
Fax Number : (305) 279-1489

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

FLOWERS IN THE GABLES INC

Certificate of Status	0
Certified Copy	1
Page Count	04
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**ARTICLES OF INCORPORATION OF
FLOWERS IN THE GABLES INC.**

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Pursuant to Chapter 607 of the Florida Business Corporation Act, for the purpose of forming a corporation, the undersigned incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: FLOWERS IN THE GABLES INC.

ARTICLE II

The mailing address and principal place of business of this corporation shall be: 2100 Ponce De Leon Boulevard, Suite 600, Coral Gables, FL 33134

ARTICLE III

The corporation is authorized to issue one class of stock, that being 100,000 shares of Voting Common Stock with \$1 par value. The transfer of these shares will be governed by the bylaws of the corporation.

ARTICLE IV

The name and address of the corporation's initial registered agent is:

Jorge Gurian
2100 Ponce De Leon Boulevard, Suite 600
Coral Gables, Florida 33134

ARTICLE V

The corporation will be authorized to undertake any legal and valid business purpose as recognized under the laws of the State of Florida.

Fax Audit Number H02000199774 9

Account Number I20010000123

Fax Audit Number H02000199774 9

Account Number I20010000123

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation is:

Jorge Gurian
2100 Ponce De Leon Boulevard, Suite 600
Coral Gables, FL 33134

ARTICLE VII

The name and address of the directors of the company will be as follows:

Elena Randazzo
2100 Ponce De Leon Blvd
Suite 600
Coral Gables, FL 33134

Marc Randazzo
2100 Ponce De Leon Blvd.
Suite 600
Coral Gables, FL 33134

ARTICLE VIII

The name and street address of the officers of the company will be as follows:

Elena Randazzo
President
2100 Ponce De Leon Blvd
Suite 600
Coral Gables, FL 33134

Marc Randazzo
Secretary
2100 Ponce De Leon Blvd.
Suite 600
Coral Gables, FL 33134

ARTICLE IX

No Director shall be held liable to the corporation or its shareholders for its monetary damages due to a breach of fiduciary duty, unless the breach is a result of intentional misconduct, self dealing or illegal actions.

That the undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Fax Audit Number H02000199774 9

Account Number I20010000123

Fax Audit Number H02000199774 9

Account Number I20010000123

The undersigned incorporator, Jorge Gurian, has executed these Articles of Incorporation on this 10th day of September, 2002.



JORGE GURIAN
INCORPORATOR

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND A REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: FLOWERS IN THE GABLES INC.
2. The name and the Florida street address of the initial registered agent are:

Jorge Gurian
2100 Ponce De Leon Boulevard, Suite 600
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for FLOWERS IN THE GABLES INC. at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



JORGE GURIAN

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