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(Address)

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(City/State/Zip/Phone #)

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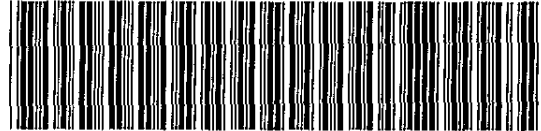
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2004 FEB 13 P 2:15 PM  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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2/12/04

James Tice

Requestor's Name

16220 SW 280th St.

Address

Homestead, FL 33031

City

State

Zip

Phone

(305) 247-3700

CORPORATION(S) NAME

Warehouse of Petals, Inc.

- ☒ Profit  
☐ NonProfit  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Certified Copy  
☒ Call When Ready  
☒ Walk In
- ☐ Amendment  
☐ Dissolution  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call If Problem  
☐ Will Wait
- ☐ Merger  
☐ Mark  
☐ Other  
☐ Change of Registered Agent  
☐ Certificate Under Seal  
☐ After 4:30  
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Availability
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ARTICLES OF INCORPORATION  
OF  
Warehouse of Petals, Inc.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is Warehouse of Petals, Inc.

ARTICLE II - DURATION

The corporation is to commence its corporate existence on the date of subscription of these Articles of Incorporation and shall perpetually exist thereafter until dissolved sooner according to law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business. The primary purpose of which is to sell wholesale and retail flowers and floral arrangements

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue 1000 shares of No Par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the stockholders.

The shares of stock may be issued for such consideration having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors and they may be paid in whole or in part, in cash or other property, tangible or intangible or in labor or in services actually performed for the corporation.

Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and non assessable.

ARTICLE V - BOARD OF DIRECTORS

All Corporate powers shall be exercised by and under the authority of,

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and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all powers and duties conferred to or imposed upon the Board of Directors by resolution of the stockholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons so designated by the shareholders.

The Corporation shall have (2) directors initially. The number of Directors may increase or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial Directors who shall hold office until their successors shall be chosen at the first meeting of the stockholders, have qualified shall be:

NAME	ADDRESS
Oscar Simmonds	72 NW 79th Street Miami, Fla. 33150
Nella Blumengold	72 NW 79th Street Miami, Florida 33150

#### ARTICLE VI – INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

#### ARTICLE VII – BY LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the stockholders if the stockholders provide that such may not be altered, amended, or repealed by the Board of Directors

#### ARTICLE -VIII – AMENDMENT

The Corporation reserves the right to amend or appeal any provisions contained in these ARTICLES OF INCORPORATION, or any amendment thereto, and any right

conferred upon the shareholders is subject to this reservation.

#### ARTICLE 1X - INCORPORATOR

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

James E. Tice 16220 SW 280th Street , Homestead, Florida 33031

#### ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 72 NW 79<sup>th</sup> Street, Miami, Florida 33150 and the name of the original registered agent is James E. Tice whose address is 16220 SW 280<sup>th</sup> Street Homestead, Fla. 33031

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

In compliance with Section 607.034, Florida Statute, the following is submitted:

First that : Warehouse of Petals, Inc.. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 72 NW 79<sup>th</sup> Street, Miami, Florida 33150, has named James E. Tice 16220 SW 80th Street Homestead, Florida 33031 as its agent to accept service of process within he State of Florida.

Signature James E. Tice  
Title : Incorporator  
Date February 11, 2004

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 with the provisions of all statutes relative to the proper and legal requirements of my duties.

Signature James E. Tice  
Resident Agent  
Date February 11, 2004

IN WITNESS WHEREOF, The undersigned, as incorporator, does hereby execute these ARTICLES OF INCORPORATION this 11th Day February 2004.

Signature James E. Tice  
Incorporator  
February 11, 2003

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