

JUN-30-05 THU 08:32 AM

FAX NO.

P. 01

Division of Corporations

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**P05000093580**

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Florida Department of State  
Division of Corporations  
Public Access System

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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((H05000154027 3)))

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**To:**

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Fax Number : (850) 205-0381

**From:**

Account Name : RASCO, REININGER, PEREZ & ESQUENAZI, P.L.  
Account Number : 104076000124  
Phone : (305) 476-7100  
Fax Number : (305) 476-7102

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

**CUTTING EDGE FLOWERS & GIFTS ~~LLC~~ CORPORATION**

Certificate of Status	1
Certified Copy	1
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6/23/2005 11:43 PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 23, 2005

RASCO, REININGER, PEREZ & ESQUENAZI, P.L.

SUBJECT: CUTTING EDGE FLOWERS & GIFTS, CORP.  
REF: W05000030803

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

If you have any further questions concerning your document, please call (850) 245-6972.

Doris Brown  
Document Specialist  
New Filings Section

FAX Aud. #: H05000154027  
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06/29/2005 16:22 FAX 3055943049

FAX NO.  
EQUIFLOR ACCOUNTING

P. 03

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05 JUN 30 AM 10:14

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CORPORATE AFFIDAVIT**

STATE OF FLORIDA       )  
                              )§§  
COUNTY OF MIAMI-DADE)

Before me the undersigned authority, personally appeared, **LEILANI HEMPHILL**, who is the sole Manager of **CUTTING EDGE FLOWERS & GIFTS, LLC**, a Florida limited liability company (the "Company"), do hereby certify unto whom it may concern, as follows:

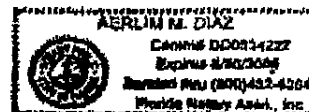
1. That Company was a Florida limited liability company authorized to transact business in the State of Florida, and that I was its sole Manager.
2. That the Company filed Articles of Dissolution on June 20, 2005 with the Florida Department of State and it was voluntarily dissolved by the unanimous written consent of the Members.
3. That the sole Manager and the members of the Company have no intention of revoking the dissolution of the Company and therefore hereby release the name for use to any other party.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as the sole Manager of **CUTTING EDGE FLOWERS & GIFTS, LLC**, a Florida limited liability company, a dissolved entity, on this 29 day of June, 2005.

By: *Leilani Hemphill*  
**LEILANI HEMPHILL**, as sole Manager of  
**CUTTING EDGE FLOWERS & GIFTS, LLC**  
a Florida limited liability company

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 29 day of June, 2005, by **LEILANI HEMPHILL**, as Manager of **CUTTING EDGE FLOWERS & GIFTS, LLC**, a Florida limited liability company. She is personally known to me or has produced a Florida Driver's License as identification.



NOTARY PUBLIC, State of Florida at Large  
My commission expires: 6/30/08

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Audit No.:H05000154027 3

**ARTICLES OF INCORPORATION  
OF  
CUTTING EDGE FLOWERS & GIFTS CORPORATION**

The undersigned, acting as incorporator of CUTTING EDGE FLOWERS & GIFTS CORPORATION, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

**CUTTING EDGE FLOWERS & GIFTS CORPORATION**

and the principal place of business is:

4405 NW 97 Ave.  
Miami, FL 33178

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III. PURPOSE**

This corporation is formed for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

Audit No.:H05000154027 3  
This instrument prepared by:  
Rasco Reininger Perez & Esquenazi, P.L.  
283 Catalonia Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

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ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 283 Catalonia Avenue, 2<sup>nd</sup> Floor, Miami, FL 33134 and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have four directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

Audit No.: H05000154027 3  
This instrument prepared by:  
Salomon B. Esquenazi, Esq.  
Rasco, Reininger Perez Esquenazi & Vigil P.L.  
283 Catalonia Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

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Nicolas F. Trujillo  
4405 NW 97 Ave.  
Miami, FL 33178

Raul Marro  
4405 NW 97 Ave.  
Miami, FL 33178

R. Victor Giorgini  
4405 NW 97 Ave.  
Miami, FL 33178

Leilani Hemphill  
4405 NW 97 Ave.  
Miami, FL 33178

#### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Salomon B. Esquenazi, Esq.  
Rasco Reininger Perez Esquenazi & Vigil, P.L.  
283 Catalonia Avenue, 2<sup>nd</sup> Floor  
Coral Gables, Florida 33134

#### ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

Audit No.: H05000154027 3  
This instrument prepared by:  
Salomon B. Esquenazi, Esq.  
Rasco, Reininger Perez Esquenazi & Vigil P.L.  
283 Catalonia Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

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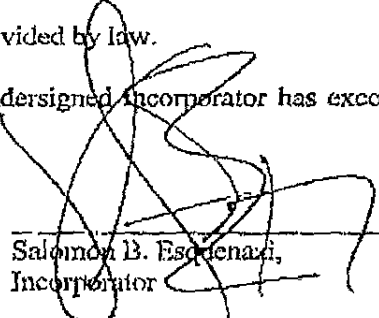
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ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of June, 2005.

  
\_\_\_\_\_  
Salomon B. Esquenazi,  
Incorporator

Audit No.: H05000154027 3  
This instrument prepared by:  
Salomon B. Esquenazi, Esq.  
Rasco, Reininger Perez Esquenazi & Vigil P.L.  
283 Catalonia Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CUTTING EDGE FLOWERS & GIFTS CORPORATION in the foregoing Articles of Incorporation, the undersigned hereby agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Miami Corporate Systems, Inc.

BY:

Salomon B. Esquenazi  
Assistant Vice President

Audit No.: H05000154027 3  
This instrument prepared by:  
Salomon B. Esquenazi, Esq.  
Rasco, Reininger Perez Esquenazi & Vigil P.L.  
283 Catalonia Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
Telephone (305) 476-7100