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SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 DEC 20 PM 2:35

EFFECTIVE DATE
12-19-05Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : T20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

FLORIDA PROFIT CORPORATION OR P.A.

RITZ CARLTON FLORAL & CATERING CORPORATION

Certificate of Status	0
Certified Copy	1
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Susan Knight ex 2956

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
RITZ CARLTON FLORAL & CATERING CORPORATION**

EFFECTIVE DATE
12-19-05

I, the undersigned, being of legal age, do hereby form a corporation for profit, under the Laws of the State of Florida authorizing the formation of corporation.

ARTICLE I - NAME

The name of the corporation is Ritz Carlton Floral & Catering Corporation.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00.

Authorized capital stock may be paid in cash, services or property, at a value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which corporation shall begin business is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS AND REGISTERED ADDRESS

The initial street address of the principle office and registered address of this corporation is 651 North Andrews Avenue, Suite 101, Fort Lauderdale, FL 33311.

ARTICLE VII - INITIAL DIRECTOR

There shall be one director initially, and there shall never be less than one director. The name and address of the initial director who shall hold office until a new successor is elected or has qualifies is:

NAME	ADDRESS
Joseph Emperido	651 North Andrews Avenue, Ste.101 Fort Lauderdale, FL 33311
John Vesuvio	651 North Andrews Avenue, Ste. 101 Fort Lauderdale, FL 33311
J. Grove	651 North Andrews Avenue, Ste. 101 Fort Lauderdale, FL 33311

ARTICLE VII - INCORPORATORS

The name and address of the persons signing these articles are:

Joseph Emperido	651 North Andrews Avenue, Ste. 101 Fort Lauderdale, FL 33311
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ARTICLE IX - EFFECTIVE DATE

These articles of incorporation shall be effective upon the date of execution and acknowledgement of these articles. In the event that these articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, corporate existence shall begin when these articles are filed with the Department of State.

ARTICLE X – INDEMNIFICATION

The corporation shall indemnify any officer or director, and former officer or director, to the fullest extent permitted by law. Such indemnification shall include costs and reasonable attorney's fees reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may have been made a party to be reason of his being or having been a Director or Officer of the corporation. Such indemnification shall not be made in relation to a matter in which he is adjudged to have been derelict in the performance of his duty as such officer or director.

ARTICLE XI – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII – REGISTERED AGENT

The registered Agent of this corporation, designated as the corporation agents to accept service process within the State of Florida, shall be Joseph Emperido, who is located at 651 North Andrews Avenue, Suite 101, Fort Lauderdale, FL 33311.

ARTICLE XIII – CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without formal meeting, if consent in writing setting forth the action shall be signed by all of the shareholders of the corporation and filed with the Department of State.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation, this 19th day of December 2005.


JOSEPH EMPERIDO

FILE No.844 12/20 '05 00:42 ID:CSC

FAX:850 558 1515

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FROM :

FAX NO. : 954-986-9942

Dec. 20 2005 12:12PM P3

DEC. 20 2005 10:34AM

CORPORATION SVC CO

NO. 950 P. 2

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these articles, I hereby certify to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JOSEPH H. EMPERIDO

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this date before me, a Notary Public duly authorized to take acknowledgements, personally appeared
known to be the person described in the above articles and who have executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 19th day of December 2005.

My Commission Expires:

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