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Law Offices

Stephen N. Rosenthal

Mailing Address 20533 Biscayne Blvd. No. 265 Aventura, Florida 33180

Downtown Office 25 West Flagler Street Suite 1040 Miami, Florida 33130 Telephone: (305) 931-1115 Fax:

(305) 931-1180

January 28, 2011

Florida Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassec, FL 32314

Re:

Expo Lilies, TAC

To Whom It May Concern:

In connection with the above referenced matter, and on behalf of my client, I am enclosing an original and copy of the Articles of Incorporation.

At this time, I would appreciate your filing same and thereafter returning a copy in the self addressed, stamped envelope.

I am also enclosing my check in the sum of \$96.00 to cover your filing fees.

Thank you for your courtesy and consideration.

Very_truly_yours,

Stephen N. Rosenthal

Encls.

ARTICLES OF INCORPORATION

OF

EXPO LILIES, INC.

THE UNDERSIGNED do hereby associate for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be: EXPO LILIES, INC.

ARTICLE II - PURPOSE

- A. To carry on and engage in the business of purchasing; selling; importing; exporting; distributing; wholesaling and retailing of floral arrangements, products, and displays, together with any and all acts necessary and/or related thereto.
- B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation shall be authorized to issue capital stock in the following manner, to-wit: (1000) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PLACE OF BUSINESS

The principal place of business of the Corporation shall be: 1444 N.W. 82nd Ave., Miami, FL 33126.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be JOSE ALBERTO, and the Registered Office shall be located at: 1444 N.W. 82nd Ave., Miami, FL 33126, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles in Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer of officers who shall serve until the first election by the Board of Directors shall be as follows:

NAME	<u>ADDRESS</u>	<u>OFFICE</u>
RENE KUIPER	1444 N.W. 82 nd Ave. Miami, FL 33126	President
JOSE ALBERTO	1444 N.W. 82 nd Ave. Miami, FL 33126	Vice President/Treasurer
MARIA ALBERTO	1444 N.W. 82 nd Ave. Miami, FL 33126	Secretary

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are <u>elected</u> and are qualified, shall be as follows:

NAME	<u>ADDRESS</u>
RENE KUIPER	1444 N.W. 82 nd Ave. Miami, FL 33126
JOSE ALBERTO	1444 N.W. 82 nd Ave. Miami, FL 33126
MARIA ALBERTO	1444 N.W. 82 nd Ave. Miami, FL 33126

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

NAME	ADDRESS	NO. OF SHARES SUBSCRIBED	AMOUNT OF SHARES
RENE KUIPER	1444 N.W. 82 nd Ave. Miami, FL 33126	500	\$500.00
JOSE ALBERTO	1444 N.W. 82 nd Ave.	500	\$500.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Officer and Director of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director of Officer may be entitled, subject to any further By-Laws, Resolutions, and/or Shareholder Agreements executed by said Officers and/or Directors.

XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation, subject to any further By-Laws, Resolutions, and/or Shareholder Agreements.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the shareholders of the Corporation.

Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida, and pursuant to any further Resolutions, By-Laws, and/or Shareholder Agreements.

IN WITNESS WHEREOF, I have hereunto set by hand and seal at,
County, Florida, this day of Junuary, 2011.
X OSE ALBERTO (SEAL)
STATE OF FLORIDA)
COUNTY OF)
The foregoing instrument was acknowledged before me this day of
2011, by JOSE ALBERTO, who is personally known to me or has produced his license as
identification and who did (did not) take an oath; by Tost Alburb who is
personally known to me or who has produced as identification and who
did (did not) take an oath.
Notary Public, State of Florida at Large

My Commission Expires: Dec 21, 2014

IN WITNESS WHEREOF, I have hereunto set by hand and seal at,
County, Florida, this
STATE OF FLORIDA)
COUNTY OF)
The foregoing instrument was acknowledged before me this day of
2011, by RENE KUIPER, who is personally known to me or has produced his license as identification and who did (did not) take an oath; by Kuiper who is
personally known to me or who has produced as identification and who
did (did not) take an oath. Notary Public, State of Florida at Large
My Commission Expires: Dec. 31, 3014 MARIA JUIZ Notary Public - State of Florida My Comm. Expires Dec 21, 2014 Commission # EE 50837

CERTIFICATION OF REGISTERED ACCEPTANCE AND DESIGNATION OF REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of EXPO LILIES, INC., and agree to serve as its Registered Agent, to accept service of process within the State at its Registered Office located at 1444 N.W. 82nd Avc., Miami, FL 33126.

Registered Agent JOSE ALBERTO

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