

CORPORATION INFORMATION  
SERVICES, INC.  
1701 HAY STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0193 FAX

**csc networks**

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DIVISION OF CORPORATION

MAIL TO:  
P.O. BOX 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 536898 02700A

AUTHORIZATION : *Patricia Pzyto*

COST LIMIT : 9 122.50

ORDER DATE : February 6, 1995

ORDER TIME : 9:29 AM

ORDER NO. : 536898

CUSTOMER NO: 02700A

CUSTOMER: Howard B. Emory, Esq.  
HOWARD B. EMORY, ESQ

One Datran Center, Suite 910  
9100 South Dadeland Boulevard  
Miami, FL 33156

DOMESTIC FILING

P95000009593

NAME: FLOWER NETWORK, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

*DP*  
2-6-95  
O-6A

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION

of

FLOWER NETWORK, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

FLOWER NETWORK, INC.

The mailing address of this corporation shall be:

7814 Northwest 12th Street  
Miami, Florida 33126

ARTICLE II

Duration

This corporation shall exist in perpetuity.

ARTICLE III

Purpose

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One-Hundred (100) shares of common stock, having a par value of One Dollar (\$1.00) Dollar per share which shall be designated as common shares.

## ARTICLE V

### Right of Shares of Capital Stock

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one (1) vote.

Nothing in these Articles shall be construed to allow for cumulative voting of said shares.

## ARTICLE VI

### Initial Registered Office and Agent

The name and street address of the Initial Registered Agent of the corporation shall be as follows:

HOWARD B. EMORY, ESQ.  
One Datan Center, Suite 910  
9100 South Dadeland Boulevard  
Miami, Florida 33156

## ARTICLE VII

### Indemnification

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statute §607.0850.

## ARTICLE VIII

### Initial Board of Directors

This corporation shall have one (1) director, initially. The number of directors may either be increased or decreased, from time to time, by the By-laws, adopted by the corporation. The name and street address of the initial member of the Board of Directors is:

Carlos A. Ponce  
7814 Northwest 12th Street  
Miami, Florida 33126

## ARTICLE IX

### Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE X

### By-laws

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

## ARTICLE XI

### Officers

The names and addressees of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

President/Vice-President: Carlos A. Ponce  
7814 Northwest 12th Street  
Miami, Florida 33126

Secretary/Treasurer: Carlos A. Ponce  
7814 Northwest 12th Street  
Miami, Florida 33126

## ARTICLE XII

### Incorporator

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

Carlos A. Ponce  
7814 Northwest 12th Street  
Miami, Florida 33126

ARTICLE XIII

Effective Date

The existence of the corporation shall begin on the date that these Articles of Incorporation are filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 3 day of February, 1995.

Carlos A. Ponce

Carlos A. Ponce

STATE OF FLORIDA     )  
                                  : §  
COUNTY OF DADE     )

WORN TO AND SUBSCRIBED BEFORE ME on this 3 day of February, 1995, by Carlos A. Ponce, who has produced a driver's License as identification and who did take an oath.

[Signature]

Notary Public

HOWARD B. EMERY

(Print name Notary's name)

My Commission Expires:

My Commission Number:

NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION EXPIRY JULY 4, 1995  
BRIAN W. GUNDEL, INC.

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is FLOWER NETWORK, INC..
2. The name and address of the registered agent and office is:

HOWARD B. EMORY, ESQ.  
One Datan Center, Suite 910  
9100 S. Dadeland Boulevard  
Miami, Florida 33156

FILED  
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MIL-13  
SECTION 607.0501  
FALLING SHORT OF FLORIDA

FLOWER NETWORK, INC.

By: Carlos A. Ponce

Carlos A. Ponce, President

Dated: 02/03/95

**ACKNOWLEDGMENT**

Having been named as Registered Agent and to accept service of process for the above stated corporation 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.

Howard B. Emory, Esq.  
HOWARD B. EMORY, ESQ.

Dated: 2/3/95