

P95000020730

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RAYMOND J. PATINO  
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

3/14/95  
P95-20730

ARTICLES OF INCORPORATION

OF

FRESHEST FLOWERS, INC.

THE UNDERSIGNED, acting as subscribers of a corporation under the Florida Corporation Law, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is  
FRESHEST FLOWERS, INC.

SECOND: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

THIRD: Authorized shares. The aggregate number of shares that the corporation shall have the authority to issue is TWO HUNDRED ( 200 ) shares of capital stock with a par value of \$ 5.00 per share.

Initial issued, ONE HUNDRED ( 100 ) shares of the capital stock of the corporation shall be issued at a par value of \$ 5.00 per share.

Stated capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

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FOURTH: The amount of capital with which this corporation shall begin business is not less than five hundred (\$500.00) dollars.

FIFTH: The period of duration of the corporation is perpetual.

SIXTH: The initial street address in the State of Florida of the principal office of the corporation is

7807 N.W. 64TH STREET MIAMI, FLORIDA 33166-2718

SEVENTH: The initial board of directors shall consist of ( ONE ) members, who need not be residents of the State of Florida or shareholders of the corporation.

EIGHT: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>		<u>ADDRESS</u>
PAUL R. IRIZARRY	PRESIDENT/ SECRETARY	6765 MIAMI LAKES DRIVE APT #240 MIAMI LAKES, FLORIDA 33014

NINTH: The names and addresses of the initial subscribers are as follows:

<u>NAME</u>		<u>ADDRESS</u>
PAUL R. IRIZARRY	100 SHARES	6765 MIAMI LAEKS DRIVE APT #240 MIAMI LAKES, FLORIDA 33014

TENTH: Three-fourths of the stockholders of the corporation shall be required for any shareholder action.

ELEVENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the certificate of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

TWELFTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the board of directors, such as the shares of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder all shares of common stock currently authorized and issued.

THIRTEENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his or her shares, to distribute them among as many candidates as he or she may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty four hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his or her vote at said election.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed these articles of incorporation at Miami, Dade County Florida, on this 7 day of MARCH, 1955.

  
\_\_\_\_\_  
PAUL R. IRIZARRY

\_\_\_\_\_  
  
\_\_\_\_\_

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally  
appeared

PAUL R. IRIZARRY

who are to me well known to be the persons described in and  
who subscribed the above articles of incorporation, and they  
did freely and voluntarily acknowledge to and before me  
according to law that they made and subscribed the same for the  
uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand  
official seal at Miami, Dade County, Florida, this  
7th day of March, 1995.

David M. Patino  
Notary Public

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: Sept. 2, 1998.  
BONDED BY THE NOTARY PUBLIC UNDERWRITERS.

Commission NO: CC-134096

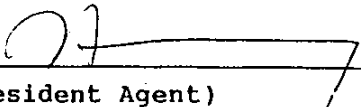
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1995 MAR 13 PM 3:47  
TALLAHASSEE, FLORIDA

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 48,901, FLORIDA  
STATUTES THE FOLLOWING IS SUBMITTED:

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First: That FRESHEST FLOWERS, INC.,  
desiring to organize or qualify under the law of the State  
of Florida, with its principal place of business at the  
City of Miami, State of Florida, has named \_\_\_\_\_  
PAUL R. IRIZARRY, located at 6765 MIAMI LAKES DRIVE  
APT # 240 MIAMI LAKES, FL 33014 as its agent to accept  
service of process within Florida.

  
\_\_\_\_\_  
(Resident Agent)  
PAUL R. IRIZARRY

ACKNOWLEDGMENT:

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