

5/22/95

FLORIDA

DEPARTMENT OF

COMMERCE

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FLOWERS & MORE, INC.

FAX AUDIT NUMBER: H95000005710

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TALLAHASSEE, FLORIDA

AS/22

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FILED
95 MAY 23 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

" FLOWERS AND MORE, INC."

We, the undersigned natural person(s), competent to contract, acting as incorporator(s) of a corporation under the General Corporation Law of the State of Florida, make subscribe, acknowledge and file the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation is:

" FLOWERS AND MORE, INC."

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted is:
To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of authorized capital stock is one hundred dollars (\$100.00) consisting of one hundred (100) shares of common stock, having a par value of one dollar (\$1.00) per share.

Prepared By: Santiago S. Pellegrini, Esq.
811 Ponce De Leon Blvd.
Coral Gables, Florida 33134
FLA. BAR NO: 0700230
(305) 444-0500

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ARTICLE IV

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of any kind, class or series, shall have the pre-emptive right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which the corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI

CORPORATE EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VII

PRINCIPAL OFFICE

The principal office of this corporation in the State of Florida is:

6435 S.W. 129TH PLACE
SUITE 107
MIAMI, FLORIDA 33183

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ARTICLE VIII

FIRST BOARD OF DIRECTORS

The names and street addresses of the members of the first board of directors of the corporation are as follow:

OLGA GARCIA, 6435 S.W. 129TH PLACE, SUITE 107, MIAMI, FLORIDA 33183.

ARTICLE IX

SUBSCRIBERS

The name and street address of each subscriber of these Articles of incorporation is:

OLGA GARCIA, 6435 S.W. 129TH PLACE, SUITE 107, MIAMI, FLORIDA 33183.

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is: 6435 S.W. 129TH PLACE, SUITE 107, MIAMI, FLORIDA 33183. and the name of the registered agent at that address is OLGA GARCIA.

ARTICLE XI

INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the corporation or served in any capacity at the request of the corporation.

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WITNESS WHEREOF, We do make and subscribe these
Articles of Incorporation this 13TH day of MAY, 1995.


OLGA GARCIA

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

The forgoing instrument was acknowledged before me this
13TH day of MAY, 1995, by OLGA GARCIA who is personally known to
me or who has produced a Drivers License as identification and who
did take an oath.


Notary Public At Large For The
State of Florida

FILED
95 MAY 23 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My commission expires:

ACKNOWLEDGMENT BY REGISTERED AGENT

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


OLGA GARCIA

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