



**Lazarus Corporate Industries, Inc.**

890 S.W. 87 Avenue, Suite 16  
Miami, Florida 33174  
(305) 552-5973



**P95000061781**

Attn: Louie Poole  
From: Janet Godoy

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Designer Flowers, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
DESIGNER FLOWERS, INC.

FILED  
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SECRETARY OF STATE  
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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is **DESIGNER FLOWERS, INC.**

ARTICLE 11  
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE 111

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 1V  
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Cecile Martin, Esquire  
Florida Bar No. 0480398  
BAILEY, MARTIN & ASSOCIATES, P.A.  
20401 N.W. 2nd Avenue, Suite 206  
Miami, Florida 33169

#### ARTICLE V

The name of the initial registered agent of this corporation is ENDOL CLARKE. The street address of the initial registered office of the corporation in the State of Florida is 8201 Biscayne Boulevard, Miami, Florida 33138 and the principal place of business of the corporation is 8201 Biscayne Boulevard, Miami, Florida 33138.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have four (4) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial directors are:

ENDOL CLARKE	460 N.E. 82nd Terrace, #7 Miami, Florida 33138
GWENDOLYN CLARKE	460 N.E. 82nd Terrace, #7 Miami, Florida 33138
EDISON MCGINNIS KEY	460 N.E. 82nd Terrace, #7 Miami, Florida 33138
KATHY ELIZABETH SEARS	460 N.E. 82nd Terrace, #7 Miami, Florida 33138

#### ARTICLE VII INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is Endol Clarke, 460 N.E. 82nd Terrace, #7, Miami, Florida 33138.

#### ARTICLE VIII BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 9<sup>th</sup> day of August, 1995.

Endol Clarke  
ENDOL CLARKE - Incorporator

STATE OF FLORIDA    )  
                              )  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this 9 day of August, 1995 by Endol Clarke as the Incorporator of DESIGNER FLOWERS, INC. a Florida corporation, on behalf of the corporation. He is personally known to me or has produced as identification Driver's License and did (did not) take an oath.

Christine E. Bryce  
NOTARY PUBLIC (Signature)  
State of Florida, at Large

My Commission Expires



OFFICIAL SEAL  
Christine E. Bryce  
My Commission Expires  
Dec. 9, 1996  
Comm. No. CC 245282

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that DESIGNER FLOWERS, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 8201 Biscayne Boulevard, Miami, Florida 33138 and has named ENDOL CLARKE located at 8201 Biscayne Boulevard, Miami, Florida 33138 as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at Place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated this 9<sup>th</sup> day of August, 1995.

By: \_\_\_\_\_

ENDOL CLARKE  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA