

P9600000 1911

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01703795--01063--007
***131.25 ***131.25

SUBJECT: CREATIVE FLOWERS BY ROZO, INC.
(Proposed corporate name - must include suffix)

55 JAN -2 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: ROBERTO PONS

Name (printed or typed)

6983 WEST 26 Avenue

Address

HIALEAH, FLORIDA, 33016

City, State & Zip

(305) 828-1088

Daytime Telephone number

18-96

TS

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be **CREATIVE FLOWERS BY ROZO, INC.**

ARTICLE II OFFICES

The mailing address of this corporation shall be:

6983 west 26 avenue
Hialeah, Florida, 33016

The principal place of business will be designated by the Board of Directors and it shall be located in the State of Florida, County of Dade. The corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III SHARES

SECTION 1. The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand.

SECTION 2. Certificates representing shares of the Corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President and by the Secretary, and sealed with the corporate seal. The name and address of the to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation.

SECTION 3. Transfer of shares of the Corporation shall be made only on the stock transfer book of the Corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer. The person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Roberto Pons
6983 West 26 Avenue
Hialeah, Florida, 33016

ARTICLE V INCORPORATOR AND OFFICERS

SECTION 1. The name and street address of the incorporator to these Articles of Incorporation is:

Roberto Pons

FILED
65 JAN - 16 PM 12:46
SECRET
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

6983 West 26 Avenue
Hialeah, Florida, 33016

SECTION 2. The officers of the Corporation shall be a President, a Secretary and a Treasurer. Any two or more offices may be held by the same person. Officers may be directors and shareholders of the Corporation.

SECTION 3. The officers may be elected or appointed by the Board of Directors, for any length of time, at any meeting of the Board of Directors. Any officer may be removed by the Board of Directors at will.

SECTION 4. No officer shall receives compensation unless such officer serves the Corporation in any other capacity and receives compensation therefor.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. The number of directors shall be fixed by the Board of Directors, but in no event shall be less than one.

SECTION 2. Regular and special meetings of the Board of Directors shall be held at least once a year. The Board of Directors may provide, by resolution, the time and place for the holding of such meeting without notice other than such resolution. Notice for such meeting shall be given at least one day previous thereto.

SECTION 3. The directors may be elected or appointed by the shareholders, for any length of time, at any meeting of the shareholders. Any director may be removed by the shareholders at will.

SECTION 4. No director shall receives compensation unless such director serves the Corporation in any other capacity and receives compensation therefor.

ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Any officer or agent is authorized to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation.

SECTION 2. The Board of Directors may authorize any officer or agent to enter into any contract for loans or indebtedness in the name and on behalf of the Corporation.

SECTION 3. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by an officer or agent of the Corporation.

SECTION 4. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in any bank, trust company or other depository as selected by any officer or agent.

ARTICLE VIII CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, Creative Flowers by Rozo, the state of incorporation, Florida, and the words, "Corporate Seal".

ARTICLE IX INDEMNITY

The Corporation shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, and provided with legal counsel in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the Corporation, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time of such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the Corporation, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

ARTICLE X INITIAL OFFICERS AND DIRECTORS

SECTION 1. The initial Board of Director will be composed of:

Chairman: Roberto Pons
6983 West 26 Avenue
Hialeah, Florida, 33016
Directors: Zoila Pons
6983 West 26 Avenue
Hialeah, Florida, 33016

SECTION 2. The initial officers are:

President: Roberto Pons
6983 West 26 Avenue
Hialeah, Florida, 33016
Treasurer: Roberto Pons
6983 West 26 Avenue
Hialeah, Florida, 33016
Secretary: Zoila Pons
6983 West 26 Avenue
Hialeah, Florida, 33016

ARTICLE XI AMENDMENTS

These articles may be altered, amended or repealed and new articles may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

The undersigned incorporator, directors, officer and agent have executed these Articles of Incorporation this First day of December, 1995.



Signature
Roberto Pons
Incorporator
Initial agent
Chairman of the Board of Directors
President
Treasurer



Signature
Zoila Pons
Director
Secretary

**CERTIFICATE OF DESIGNATION OF
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.

55 JUNE 1996
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. The name of the corporation is: CREATIVE FLOWERS BY ROZO, INC.

2. The name and address of the registered agent and office is:

ROBERTO PONS

(NAME)

6983 WEST 26 AVENUE

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

HIALEAH, FLORIDA, 33016

(CITY/STATE/ZIP)

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.


(SIGNATURE)

12-21-95
(DATE)