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TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

109 EAST GAILER STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

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FROM: EMPIRE CORPORATE KIT COMPANY

149 W FLASLER BLVD

SUITE 200

MIAMI FL 33135

33401-6194

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SANTA FE FLOWERS INC.

FAX AUDIT NUMBER: H95000014102

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TALLAHASSEE, FLORIDA

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Handwritten signature

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RECEIVED

Handwritten signatures and date 12/18/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1995

EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST STE 200
MIAMI, FL 33135

SUBJECT: SANTA FE FLOWERS INC.
REF: W95000024515

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H95000014102
Letter Number: 895A00054399

(6)

ARTICLES OF INCORPORATION
OF
SANTA FE FLOWERS, INC.

ARTICLE I

NAME

The name of this corporation shall be
SANTA FE FLOWERS, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence unless dissolved according to the laws of the State of Florida, commencing on the date of acknowledgement by the Secretary of State of Florida as to receipt of these Articles of Incorporation and the filing of same.

ARTICLE III

NATURE OF BUSINESS

In general to carry on business in the United States or elsewhere as factors, agents, commission merchants or merchants to buy, sell, manipulate, import, export, and deal in, at wholesale or retail, merchandise, goods, wares, products, flowers and commodities of every sort, kind, or description; to open stores, offices or agencies throughout the United States or elsewhere; to

Prepared By: Peter S. Herrick, Esq.
Fla. Bar No. 166790
3520 Crystal View Court
Miami, Florida 33133
Tel. 305-858-2332

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TALLAHASSEE, FLORIDA

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produce or otherwise acquire and undertake all or any part of the business property and liabilities of any persons or companies; to enter into partnership or into any arrangements for sharing profits, union interests, reciprocal concessions, or cooperate with any persons or companies; to transact any and all business lawful under the laws of the State of Florida or of the United States of America.

To purchase, sell, rent, lease, convey, mortgage, or otherwise acquire or dispose or encumber real estate, property, personal property, chattels real, choses in action, notes, bonds, stocks, mortgages and securities and any interest therein, for itself or for others.

To lend and borrow money and secure the payment thereof by accepting or giving mortgages, personal endorsements, assignments of personal property or other security. The full power and authority to do any and all other acts necessary or incidental to the powers herein specifically designed, and to do all and everything necessary to accomplish the objects enumerated in these Articles of Incorporation, to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects set forth in these Articles or any amendment thereof.

ARTICLE IV

CAPITAL STOCK

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This corporation is authorized to issue 7,500 shares of \$1.00 PAR VALUE common stock.

ARTICLE V

CORPORATE ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 1470 N. W. 79th Avenue, Miami, Florida 33126. The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial members of the First Board of Directors who shall hold office until the first annual meeting of the stockholders of the corporation shall be:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Conrad Alfonso	1470 N. W. 79th Avenue Miami, Florida 33126
Vice President	Margarita Murra	1470 N. W. 79th Avenue Miami, Florida 33126

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ARTICLE VIIIOFFICERS

The initial officers of the corporation and their designated positions are:

Conrad Alfonso	President
Margarita Murra	Vice-President/Treasurer
Maria Adelaida Vallejo	Secretary

ARTICLE IXINCORPORATOR

The name and address of the persons signing these articles and their percentage of ownership in the corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>PERCENTAGE OF OWNERSHIP</u>
Carlos Corredor	1479 N. W. 79th Ave. Miami, Florida 33126	25%
Euroflair Mercantile Corp.	1479 N. W. 79th Ave. Miami, Florida 33126	5%
Margarita Murra	1479 N. W. 79th Ave. Miami, Florida 33126	35%
Maria Adelaida Vallejo	1479 N. W. 79th Ave. Miami, Florida 33126	35%

ARTICLE XINDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XIAMENDMENT

This corporation reserves the right to amend or repeal any

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provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

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Carlos Correador


Margarita Murra


Maria Adelaida Vallejo


Representative of Euroflair
Mercantile Corporation

STATE OF FLORIDA

} SS:

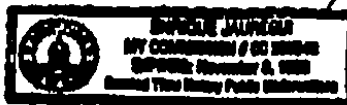
COUNTY OF DADE

I HEREBY CERTIFY that this day, before me, a Notary Public duly authorized in the State of Florida, personally appeared to me know to be the persons described as: Carlos Correador, Margarita Murra, Conrad Altonson and a representative of Euroflair Mercantile Corp. and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 14th day of December, 1995.


Notary Public

My Commission Expires:



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**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.

First that SANTA FE FLOWERS, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of incorporation has named PETER S. HERRICK
(Name of Registered Agent)
located at MIAMI, County of DADE
(City) (County)
State of Florida, as its agent to accept service of process within this state.

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



Registered Agent

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TALLAHASSEE, FLORIDA

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