

P9600006745

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Sunset Flowers, Inc.

96 JAN 23 AM 9:13

SEC. C.D. FEE \$1.00 DISBURSED
 TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____

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 01/23/96 01001-013
 ***122.50 ***122.50

SUBTOTALS

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

RECEIVED
 96 JAN 22 PM 4:05
 DIVISION OF CORPORATION

BT 1/23/96

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____

DATE 1/22/96 _____

TIME 4:00 _____ CK No. _____

BY CC-NC _____

WALK-IN _____
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF

SUNSET FLOWERS, INC.

FILED
96 JAN 23 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 is **SUNSET FLOWERS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 7620 N.W. 25th Street, Warehouse #3, Miami, FL 33122.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time seven thousand (7,500) is shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is JOEL R. MAGAZINE, 9190 S.W. 72 ST., MIAMI, FL 33173.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

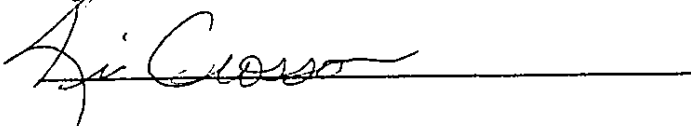
The name and address of each member of the initial Board of Directors of the corporation is

Louis V. Bulnes, President

Christopher W. Jester, Vice President/Secretary/Treasurer
7620 N.W. 25th Street, Warehouse #3, Miami, FL 33122.

The undersigned has executed these Articles of Incorporation this 22nd day of January 1996.

"Capital Connection, Inc. by Kim Crosson, Client Representative"

A handwritten signature in cursive script, appearing to read "Kim Crosson", is written over a horizontal line.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 JAN 23 AM 9:13

PURSUANT TO THE PROVISIONS OF SECTION 607.001, CHAPTER 607, FLORIDA
STATUTES, THE MENTIONED 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.

1. The name of the corporation is: SUNNET FLOWERS, INC.

2. The name and street address of the registered agent and
office is: JOEL R. MAGAZINE 9190 S.W. 72 ST. MIAMI, FL 33173

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.

Joel Magazine

11/13/96

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----- FILING FUNCTIONS -----
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

--- KEY 11/12/96
1109 PM

((H96000015923 1))

TO: DIVISION OF CORPORATIONS
FROM: FAB-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

FAX #: (904)922-4000
ACCT#: 071001002335
FAX #: (305)716-0346

NAME: SUNSET FLOWERS, INC.
AUDIT NUMBER.....H96000015923
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0
PAGES..... 2
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
96 NOV 13 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
NOV 12 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Comps - di ✓
Linda

11/13/96

13:05

NO. 122

001

14-022-3708

11/13/96 09:00 P1. Dept. of State P1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1996

SUNSET FLOWERS, INC.
7620 NW 25TH ST, WAREHOUSE #3
MIAMI, FL 33122

SUBJECT: SUNSET FLOWERS, INC.
REF: F96000006745

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

The FAX audit number must be on the top and bottom of each page of the document.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000015923
Letter Number: 096A00051719

11/13/96 13:05

11/12/1996 12:50 4446773

D.B.M., P.A. & EMANUEL

NO. 122 003
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

OF
SUN SET FLOWERS, INC.
FEDERAL TAX ID. 650645731
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Amend Article VI: BOARD of Directors
Christopher W. Foster, 6510 Riviera Drive,
Coral Gables, Florida, 33146

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Prepared by: Kevin W. Whitehead, Esq.
269 Giralda Avenue, Suite 300
Coral Gables, FL 33134
(305) 444-8226
FBN 64939

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FILED
96 NOV 13 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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D. AM., P. A. & EMANUEL

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THIRD: The date of each amendment's adoption: November 1, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 1 of November 1996

Signature Christopher W. Jester
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Christopher W. Jester
Typed or printed name

President / Director
Title

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D.M., P.A. & EMANUEL

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NO.122 005

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**UNANIMOUS WRITTEN CONSENT OF
THE SHAREHOLDER OF
SUNSET FLOWERS, INC.**

Dated as of October 30, 1996

The undersigned, being the sole shareholder of Sunset Flowers, Inc., a Florida corporation (the "Corporation"), acting in lieu of a meeting pursuant to Section 607.0704 of the Florida Business Corporation Act (the "Act"), does hereby consent to the adoption of the following resolutions:

WHEREAS, the sole shareholder has determined that it would be in the best interest of the Corporation to remove Louis V. Bulnes from the Board of Directors and from his position as President of the Corporation;

WHEREAS, pursuant to Sections 607.1001 et seq. of the Act, the sole shareholder has approved and authorized the filing of an Amendment to the Articles of Incorporation of the Corporation which will effectuate the foregoing actions (the "Amendment");

WHEREAS, as a result of the filing of the Amendment, the Board of Directors shall consist of the sole remaining Director, Christopher W. Jester; and

WHEREAS, the Board of Directors shall appoint Christopher W. Jester as President of the Corporation;

NOW, THEREFORE, in furtherance of the foregoing, be it

RESOLVED, that Louis V. Bulnes is hereby removed from the Board of Directors of the Corporation in accordance with Section 607.0808 of the Act and the Bylaws of the Corporation, and removed from his position as President of the Corporation; and be it further

RESOLVED, that the Corporation is hereby authorized and directed to file the Amendment which will effectuate the foregoing actions; and be it further

RESOLVED, that the Board of Directors shall consist solely of the remaining Director, Christopher W. Jester, who is hereby authorized to take all manner of actions which are in the best interest of the Corporation, including the appointment of Christopher W. Jester to the position of President of the Corporation.

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D.B.M., P.A. & DANIEL

NO. 122 006

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IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date first written above.

Christopher W. Jester
Christopher W. Jester, Shareholder

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D.M., P.A. & EMANUEL

NO. 122 087

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UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
SUNSET FLOWERS, INC.

Dated as of October 21, 1996

The undersigned, being the sole Director of Sunset Flowers, Inc., a Florida corporation (the "Corporation"), acting in lieu of a meeting pursuant to Section 607.0221 of the Florida Business Corporation Act (the "Act"), does hereby consent to the adoption of the following resolutions:

WHEREAS, the sole Director has determined that it would be in the best interest of the Corporation to remove Louis V. Bulnes from his position as President of the Corporation; and

WHEREAS, as a result of the foregoing action, Christopher W. Jester shall be the sole officer of the Corporation and shall hold the offices of President, Secretary and Treasurer;

NOW, THEREFORE, in furtherance of the foregoing, be it

RESOLVED, that Louis V. Bulnes is hereby removed from his position as President of the Corporation, in accordance with Section 607.0842 of the Act and the Bylaws of the Corporation; and be it further

RESOLVED, that Christopher W. Jester is hereby elected as President of the Corporation, and shall continue to hold the offices of Secretary and Treasurer, and be it further

RESOLVED, that Christopher W. Jester, in his capacity as an officer of the Corporation, is hereby authorized to take all action on behalf of the corporation which are in the best interest of the Corporation, including but not limited to the opening and closing of all of the Corporation's bank accounts.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date first written above.


Christopher W. Jester, Director

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