

P96000017860

Requestor's Name

Rodrigo Velaz

2034 E. Oakland Park Blvd.

Fort Lauderdale, FL 33306

200001724732

02/27/96--01034--001

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Office Use Only

NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of State

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 FEB 26 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 27 1996

**ARTICLES OF INCORPORATION  
OF  
SUPER FLOWERS, INC.**

**FILED**  
96 FEB 26 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, has executed the following document as incorporator of the above corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

**SUPER FLOWERS, INC.**

16401 Golf Club Road # 208  
Fort Lauderdale FL 33326

**ARTICLE II**

This corporation shall commence existence upon the filing of these articles of incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
  - To have perpetual succession by its corporate name;
  - To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
  - To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
  - To purchase, take, receive, lease, or otherwise

acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or in any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute sec. 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, otherwise dispose of, and otherwise deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, territory, governmental district, or municipality or of any instrumentality thereof; To make contracts and guarantees and incur liabilities, borrow money at such rates of interests as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real or personal property as security for the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without the State;

To elect or appoint officers and agents of the corporation and define their duty and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State;

To make donations to the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business that the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its

subsidiaries;  
To be a promoter, incorporator, partner, member,  
associate, or manager of any corporation,  
partnership, joint venture, trust or other  
enterprise;  
To have and exercise all powers necessary or  
convenient to effect its purposes;  
To indemnify any person who may incur damages by  
reason of the fact that he is or was a director,  
officer, employee or agent of the corporation to the  
full extent as permitted by Florida Statute  
sec. 607.0 14;

#### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1,000 shares, having and individual par value of One dollar.

Unless otherwise stated in these articles, there shall be only one class of stock for this corporation.

#### ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Adrian Giraldo-Valencia  
16401 Golf Club Road # 208  
Fort Lauderdale, Fl 33326

#### ARTICLE VI

The initial Board of Directors shall consist of a total of two (2) persons, and the name and address of the persons who are to serve as initial directors are:

Adriana Giraldo -Valencia	President
16401 Golf Club Road # 208	
Fort Lauderdale, Fl 33326	

Juan M. Bohorquez	Vice President
16401 Golf Club Road # 208	
Fort Lauderdale, Fl 33326	

The name and address of the incorporator executing these Articles of Incorporation is:

Juan M Bohorques  
16401 Golf Club Road # 208  
Fort Lauderdale, FL 33326

I WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 14th day of February 1996.

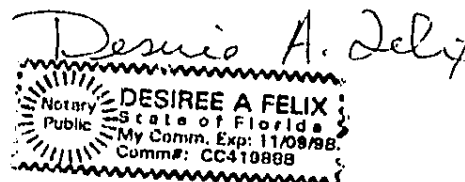
  
\_\_\_\_\_  
Juan M Bohorques

State of Florida  
County of Dade

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Juan M Bohorques, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, This 14th day of February, 1996.

-----  
NOTARY PUBLIC , STATE OF FLORIDA AT  
LARGE



**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.

1. The name of the corporation is  
SUPER FLOWERS, INC.
2. The name and address of the registered agent and office is:  
JUAN M. BOHORQUEZ  
16401 Golf Club Road # 208  
Fort Lauderdale FL 33326

Signature Juan M. Bohorquez  
Title VICE PRESIDENT  
Date 02/14/96

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 COMPETENT PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT MY OBLIGATIONS AS REGISTERED AGENT.

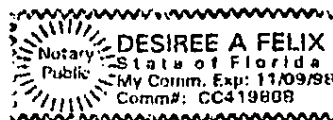
SIGNATURE Juan M. Bohorquez  
DATE 02/14/96

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 FEB 26 PM 3:24

FILED

Desiree A. Felix



P96000017860

COVER PAGE

RECEIVED  
12/19/96 11:00 AM  
1111111111 1111111111

SUPER FLOWERS , INC .

2801 NW 74th. AVE. -Suite # 107  
MIAMI, FL. 33122

To the Attn. of

Alejandro Valencia D.

Tel. # (305) 7173449

CR. #1506 12/12/96 :  
Artic. of Amendmt.  
Certifying Copies of Amend.  
Certificate of Status

35.00  
12.50  
8.75  
\$ 96.25

FILED  
97 JAN 17 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

NFT 1-23-97

~~\*989,558,671\*~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
97 JAN 17 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 2, 1997

Alejandro Valencia D.  
% SUPER FLOWERS, INC.  
2801 NW 74th Avenue, Suite 107  
Miami, FL 33122

SUBJECT: SUPER FLOWERS, INC.  
Ref. Number: P96000017860

We have received your document for SUPER FLOWERS, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 897A00000006

January 13, 1997

Miami, Fl.

Louise Flemming-Jackson  
Corporate Specialist Supervisor  
Fl. Secretary of State  
Tallahassee, Fl.

Dear Louise:

Thanks for your instructions about the attached  
Articles of Amendment to Articles of Incorporation  
of Super Flowers, Inc.

According to its, we deleted all reference to DBA.:

Truly yours

Alejandro Valencia D.-Registered Agent



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

SUPER FLOWERS, INC.

FILED  
97 JAN 17 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)

ARTICLE I

The name of the Corporation shall be:  
SUPER FLOWERS, INC.

New Address at: 2801 NW. 74th.AVE-Ste.#101  
Miami, FL. 33122

ARTICLE V

The Street Address of the new Registered Office and the name of the New Registered Agent of this Corporation shall be:

Alejandro Valencia D At 2801 NW.74th.Ave.-Ste.#101  
Miami, FL. 33122

ARTICLE VI

The New Board of Directors consisting of a total of Two (2) persons, whose names and addresses are:

ADRIANA GIRALDO VALENCIA President

2801 NW. 74th.Ave. -Suite #101  
Miami, FL. 33122

and

ALEJANDRO VALENCIA D. Vice President

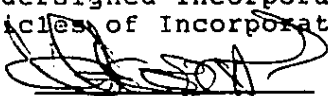
2801 NW. 74th. Ave. -Suite #101  
Miami, FL. 33122.

The name and address of the Amending Incorporator executing these Articles of Incorporation is:

ALEJANDRO VALENCIA D. At 2801 NW.74th.Ave.-Ste.#101  
Miami, FL. 33122

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Amendment of the Articles of Incorporation this 26th.day of September 1996.

State of Florida  
County of Dade

  
Alejandro Valencia D.

SS.#595-41-0354

**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:

Mr. Juan M. Bohorquez sold to Mr. Alejandro Valencia M.  
ALL HIS SHARES OF STOCK in the Corporation SUPER FLOWERS, INC.  
(See document attached). Then, the ONLY owners of Shares are as follows:  
ADRIANA GIRALDO VALENCIA with 500 Shares, and  
ALEJANDRO VALENCIA P. with 500 Shares .

THIRD: The date of each amendment's adoption: 26th Day of September/96th.

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 12th day of December, 19 96th.

Signature

Adriana Giraldo-Valencia

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) Adriana Giraldo Valencia - D. President

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
Title

CERTIFICATE OF AMENDMENT OF DESIGNATION OF REGISTERED AGENT/  
REGISTERED OFFICE ADDRESS.

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 amended statement in designating the registered office/registered new agent, in the State of Florida.

1. The Name of the corporation is  
SUPER FLOWERS, INC.

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

ALEJANDRO VALENCIA D.  
2801 NW. 74th. Ave.-Ste.#101  
Miami, Fl. 33122

Signature

Title

Date

Vice President and Registered Agent  
Sept. 26/96.

HAVING BEEN NAMED AS NEW 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 SUCH CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPETENT DULY PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT MY OBLIGATIONS AS NEW REGISTERED AGENT, ACCORDING WITH THIS AMENDED PROCEDURE.

Signature

Date Sept. 26/96.

State of Florida  
County of Dade

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared ALEJANDRO VALENCIA D., known to me and known by me to be the person who executed the foregoing amended Articles of Incorporation and he acknowledged before me that he executed those Amended Articles of Incorporation and accept his obligations as new Registered Agent

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid  
This 26th day of September, 1996.



NANCY D FERRANS  
My Commission CC565586  
Expires Sep. 07, 2000

Nancy D. Ferrans-Notary Public

FILED  
91 JAN 17 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA