

257
PG6000040774

AMERILAWYER[®]

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

000001818980
-05/13/96--01059--029
****700.00 ****70.00

OFFICE USE ONLY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 MAY 13 PM 1:37

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SILK GALLERY FLORAL, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ ~~Wait~~ ☐ Pick up time 3:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" 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

RECEIVED
96 MAY 13 AM 11:12
DIVISION OF CORPORATION

5-13-96

Examiner's Initials

WJW

**ARTICLES OF INCORPORATION
OF
SILK GALLERY FLORAL, INC.**

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DIVISION OF CORPORATIONS
95 MAY 13 PM 1:37

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **SILK GALLERY FLORAL, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 15970 West State Road 84, Suite 108, Fort Lauderdale, Florida 33326 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is Evelyn Salinas whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Adam Nemat
Secretary:	Adam Nemat
Treasurer:	Adam Nemat

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Adam Nemat

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.



ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10 May 1996.

Evelyn Salinas
Evelyn Salinas, Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 MAY 13 PM 1:37

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

By Lawrence J. Spiegel
Lawrence J. Spiegel, President

APT:LMC



P96000040774

ESSENTIAL PROFESSIONAL SERVICES INC.

15970 W. STATE RD. 84, SUITE 108

FT. LAUDERDALE, FLORIDA 33326

TEL: (954) 384-1114 FAX (954) 384-2983

June 18, 1996

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

100001905911
-07/26/96--01077--003
*****30.00 *****30.00

Re: Silk Floral Gallery Inc.

100001905911
-07/26/96--01077--004
*****5.00 *****5.00

Dear Sir/Madam:

Enclosed please find the Articles of Amendment for the above mentioned. It is the corporation's intend to just amend Article 1 of original Articles file with your office on May 13, 1996. The assigned document number is P96000040774.

Also enclosed is the filing fee for the articles of amendment of \$35.00 (thirty five dollars). There are two copies of the Articles of Amendment, one to be file with your office, the other to be return to our office with a letter of acknowledgment.

Should any further information be needed feel free to contact us.

Thank you in advance for your attention to this matter.

Cordially yours,

E. Salinas

E. Salinas

Enc.

96 JUL 22 AM 11:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C. Amend

SP

7/22



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 28, 1996

E. Salinas
Essential Professional Services Inc.
15970 W. State Rd. 84, Suite 108
Ft. Lauderdale, FL 33326

SUBJECT: SILK GALLERY FLORAL, INC.
Ref. Number: P96000040774

We have received your document for SILK GALLERY FLORAL, INC. and check(s) totaling \$30.00. However, your check(s) and document are being returned for the following:

The fee to file articles of amendment is \$35. Your check was for \$30.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6901.

Susan Payne
Senior Corporate Section Administrator

Letter Number: 496A00032213

496-13765

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

SILK GALLERY FLORAL INC.**

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) is the following:

ARTICLE 1 - NAME

The name of the Corporation is Silk Floral Gallery Inc., (hereinafter, "Corporation").

SECOND: The date of each amendment's adoption: 19th Day of June, 1996.

THIRD: Adoption of Amendment: was the following:

The Amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.

Signed this day 19th of June, 1996.

Signature


(By the Chairman/President of the Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA