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April 30, 1996

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-05/08/96--01094--008  
+++\*122.50 122.50

Re: Incorporation of Florals By Georgy, Inc.

Gentlemen:

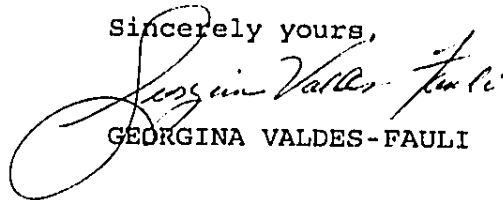
Enclosed please find my check made payable to the Secretary of State in the amount of \$122.50 and two (2) original Articles of Incorporation.

Kindly have said articles filed, send me one (1) original back stamped by the Secretary of State.

I have enclosed a self-addressed envelope for your convenience in returning the filed original to me.

If you should have any questions, please do not hesitate to contact me.

Sincerely yours,

  
GEORGINA VALDES-FAULI

GVF  
Enclosures:

5-14-96  
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ARTICLES OF INCORPORATION  
OF

FLORALS BY GEORGY, INC.

ARTICLE I

The name of the corporation is FLORALS BY GEORGY, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 401 Alhambra Circle, Coral Gables, Florida 33146.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1000) shares of Common Capital stock having a par value of \$.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 9201 S.W. 76th Terrace, Miami, Florida 33173, and the name of its initial registered agent at such office is **MICHAEL A. NOVO**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of three (3) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the Corporation's Bylaws. The name and address of the members of

the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Georgina Valdes-Fauli  
4401 Alhambra Circle  
Coral Gables, Florida 33146

Alell de la Vega  
9810 S.W. 77th Street  
Miami, Florida 33173

Cristina Plana  
8650 S.W. 133rd Ave. Rd.  
Apt. 318  
Miami, Florida 33183

#### ARTICLE VII

The name of the Incorporator is Georgina Valdes-Fauli and the address of the Incorporator is 4401 Alhambra Circle, Coral Gables, Florida 33146.

#### ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 30<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
GEORGINA VALDES-FAULI - Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FLORALS BY GEORGY, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
MICHAELA NOVO, Registered Agent

Dated: April 30<sup>th</sup>, 1996.