

MAY-24-1996 15:45

EMPIRE CORPORATE KIT

P.01

8

3:21 PM

PUBLIC ACCESS SYSTEM

((H9000007408))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

FLAGLER

STATE OF FLORIDA

SUITE 200

19 E. GULF BLVD. S.W.

MIAMI FL 33135

TALLAHASSEE FL 32301

CONTACT: RAY STONEMAN

FAX: (904) 861-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H900000007408))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FLOWER FARM INTERNATIONAL, INC.

FAX AUDIT NUMBER: H90000007408

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/24/1996

TIME REQUESTED: 15:21:12

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 0

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H900000007408))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:13:21

FILED

96 MAY 28 PM 4:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Page 3 Missing  
496-11212

5/29  
DIVISION OF CORPORATIONS  
96 MAY 24 PM 4:21

RECEIVED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 28, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FLOWER FARM INTERNATIONAL, INC.  
REF: W96000011212

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

PAGE 3 OF ARTICLES IS MISSING, PLEASE RE-FAX.

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) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H96000007406  
Letter Number: 796A00026487

MAY-24-1996 15:45

EMPIRE CORPORATE KIT

FILED  
P.02  
96 MAY 28 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9

ARTICLES OF INCORPORATION  
OF  
FLOWER FARM INTERNATIONAL, INC.

ARTICLE I

NAME

The name of the Corporation is Flower Farm International, Inc.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

PERMITTED ACTIVITY

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

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value share.

PREPARED BY:

Stephen A. Freeman, Esq.  
FBN 146795  
Freeman, Newman & Buttermann  
520 Brickell Key Drive, Suite 0-305  
Miami, FL 33131  
305-378-3800

314-3800

H96000007406

H96000007406

**ARTICLE V****PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI****REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation and initial place of business is 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131. The initial Registered Agent is Stephen A. Freeman at 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

**ARTICLE VII****DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
Abraham J. Wijnperle	520 Brickell Key Drive Suite 0-305 Miami, Florida 33131

2

H96000007406

H96000007406

## ARTICLE VIII

## INCORPORATOR

The name and address of the incorporator is: Stephen A. Freeman, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

## ARTICLE IX

## INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

H9600007406

H9600007406

FILED  
MAY 28 1996  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this 24 day of May, 1996.



Stephen A. Freeman

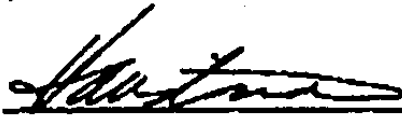
STATE OF FLORIDA )

SS:

COUNTY OF DADE )

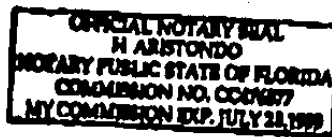
BEFORE ME, the undersigned authority, personally appeared  
Stephen A. Freeman to me well known to be the person who executed  
the foregoing Articles of Incorporation and he acknowledged before  
me according to law, that he made and subscribed the same for the  
purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State  
named above this 24 day of May, 1996.



NOTARY PUBLIC

My Commission Expires:



**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: Flower Farm International, Inc.
2. The name and address of the Registered agent and office is: Stephen A. Freeman, Esq., 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

Signature:

  
Stephen A. Freeman

Title:

Assistant Secretary

Date:

May 24, 1996

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 agreed 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:

  
Stephen A. Freeman

Date:

May 24, 1996

96 MAY 28 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H96000007406

H96000007406