

P960000005628

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: RIPOLI FLOWER DISTRIBUTORS, INC.
FAX AUDIT NUMBER: H90000010880
DATE REQUESTED: 08/06/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:21:22
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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.

(((H90000010880)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:26:2'

FILED
96 AUG -6 PM 6:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 AUG -6 PM 2:01
DIVISION OF CORPORATIONS

8-6-96
JHL

FILED
96 AUG -6 PM 6:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RIPOLL FLOWER DISTRIBUTORS, INC.

The undersigned, **LINDA M. KAPLAN, Esq.** acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I.

NAME:

The name of this Corporation shall be:

RIPOLL FLOWERS DISTRIBUTORS, INC.

II.

BUSINESS:

The general nature of the business and business to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is

Linda M. Kaplan, Esq. . 1
9200 S. Dadeland Blvd. # 412
Miami, FL 33156
(305) 670-1700 / FBN. 223565

H96000010880

H96000010880

expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

III.

SHARES:

The authorized capital stock of this Corporation shall consist of 1,000 shares of common stock, at \$ 1.00 per value per share.

IV.

EXISTENCE:

The corporation shall have perpetual existence.

V.

PRINCIPAL OFFICE AND REGISTERED AGENT:

The street address of the Corporation's initial principal office is : 8312 NW 14th Street, Miami, Fl. 33126

The initial registered agent for the Corporation is Joseph Novitski.

H96000010380

H96000010880

H96000010880

VI.

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The initial directors are:

(Name)	(Address)
Marta Ripoll de Urrutia	8312 NW 14th Street Miami, Florida 33126

VII.

INCORPORATOR:

The name and address of the initial incorporator of the Corporation is as follows:

(Name)	(Address)
Linda M. Kaplan	9200 S. Dadeland Blvd., Suite 412 Miami, FL. 33156

VIII.

GENERAL PROVISIONS:

H96000010880

H96000010880

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Miami, Florida, this 1st day of August, 1996.


Linda M. Kaplan

H96000010880

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 1st day of August, 1996, by Linda M. Kaplan.

My Commission Expires:



Ellen Meyersbach Morales
Notary Public, State of Florida at Largo

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes.

Joseph Novitski
Joseph Novitski
Registered Agent

Miami, Florida 2nd day of August 1996.

D:Corp.

FILED
96 AUG -6 PM 6:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000010880

H96000010880