

P96000078638

1201 HAYN STREET
MIAMI, FL 33101-1007
10/1-22-96
10/1-22-96

800-342-0006



PRESTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 094479 4303929

AUTHORIZATION : *Patricia Pyzato*
COST LIMIT : \$ 122.50

ORDER DATE : September 23, 1996

ORDER TIME : 9:0 AM

ORDER NO. : 094479

CUSTOMER NO: 4303929

600001958546

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUERIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: THE FLORAL GALLERY, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 AM 11:25

RECEIVED
96 SEP 23 AM 11:53
DIVISION OF CORPORATIONS
9/23/96

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 AM 11:25

ARTICLE I

The name of the corporation is THE FLORAL GALLERY, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1433 Santa Cruz, Coral Gables, Florida 33143.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

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 1221 Brickell Avenue, Suite 2400, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Joseph Hernandez.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the names and addresses 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:

Myrna Holbrook
1433 Santa Cruz
Coral Gables, Florida 33143

Kimberly E. Hernandez
1433 Santa Cruz
Coral Gables, Florida 33143

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 AM 11:25

ARTICLE VII

The name of the Incorporator is Joseph Hernandez and the address of the Incorporator is 1221 Brickell Avenue, Suite 2400, Miami, Florida 33131.

ARTICLE VIII

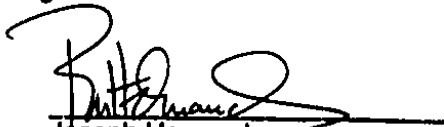
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

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 18th day of September, 1996.


Joseph Hernandez,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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


Joseph Hernandez,
Registered Agent

Dated: September 18, 1996