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PREMIER HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 099860 7116341

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 26, 1996

ORDER TIME : 12:38 PM

ORDER NO. : 099860

CUSTOMER NO: 7116341

600001958156  
-09/26/96--01060--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Mr. Andrew Stebbins  
MR. ANDREW STEBBINS

4810 Martin Luther King Blvd.

Tampa, FL 33614

DOMESTIC FILING

NAME: DIRECT FLORAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

612-  
W96-20426

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 26 PM 1:21

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96 SEP 26 PM 1:06  
DIVISION OF CORPORATIONS

RECEIVED



96 SEP 27 AM 11:27  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 SEP 26 PM 1:21

September 26, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: DIRECT FLORAL, INC.  
Ref. Number: W96000020426

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for DIRECT FLORAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 396A00044389

EFFECTIVE DATE  
9/25/96  
**ARTICLES OF INCORPORATION  
OF  
DIRECT FLORAL, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 26 PM 1:21

The undersigned incorporate, for the purpose of forming a corporation under the Florida Business corporation Act, does hereby adopt the following Articles of Incorporation:

**Article 1. Name.** The name of the Corporation shall be: Direct Floral, Inc.

**Article 2. Address.** The mailing address and principal office of the Corporation is 4810 Martin Luther King Blvd. West, Tampa, Florida 33614.

**Article 3. Authorized Shares.** The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue one thousand (1000) common shares.

**Article 4. Initial Registered Office and Agent.** The street address of the initial Registered Office of the Corporation is 4810 Martin Luther King Boulevard West, Tampa, Florida 33614, and the name of its initial registered agent is Andrew Stebbins.

**Article 5. Incorporator.** The name and address of the Incorporator is Andrew Stebbins, 8639 North Himes, Tampa, Florida 33614.

**Article 6. Amendment.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

**Article 7. Initial Board of Directors.** The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Andrew Stebbins      8639 North Himes  
Tampa, Florida 33614

Robin Jenkins        7004 NW 95<sup>th</sup> Avenue  
Tamarac, Florida 33321

**Article 8. Par Value.** The shares of the Corporation shall have a par value of one dollar (\$1.00).

**Article 9. Indemnification.** The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statute, Section 607.0850.

**Article 10. Preemptive Rights.** The Corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

**Article 11. Share Transfer Restrictions.** Share of the Corporation shall be issued to the following person in the following amounts upon payment of the consideration determined by the Board of Directors:

<b><u>Shareholder</u></b>	<b><u>Number of Shares</u></b>
Andrew Stebbins	500
Robin Jenkins	500

Shares held by each Shareholder may not be sold or otherwise transferred to other person unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand the Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for

orderly changes in owner of shares, and to serve other reasonable purposes.

**Article 12. Rights of Initial Directors.** Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Directors is a Shareholder of the Corporation. By acquiring shares in the Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a shareholder of the Corporation at the time of the amendment.

**Article 13. Bylaws.** The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

**Article 14. Cumulative Voting.** All Shareholders or a voting group of Shareholders designated in the Bylaws are entitled to cumulate their votes for Directors, in accordance with Section 607.0728, Florida Statue, as amended from time to time.

**Article 15. Purpose.** The purpose for which the Corporation is organized is to engage in and transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

**Article 16. Date of Commencement.** In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the

Florida Department of State within five (5) business days after that date, then cooperate  
existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on  
this 25<sup>th</sup> day of September, 1996.

  
Andrew Stebbins

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**CERTIFICATE OF DESIGNATION OF  
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 Direct Floral, Inc.
2. The name and address of the registered agent and office is

Andrew Stebbins

4810 Martin Luther King Blvd., West  
Tampa, Florida 33614

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 agree 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.

  
Andrew Stebbins

9-25-96  
Date



**P96000080355**

**ROSEFLOWER L.L.C.**

**EMERGENCY**

THIS PAPER WORK SHOULD OF BEEN SENT OT  
YOU OVER A MONTH AGO! I JUST FOUND OUT  
THAT THIS HAS NOT BEEN DONE

IM SENDING YOU VIA FEDX INFORMATION  
THAT MUST BE FILED ASAP WHICH SHOD  
OF BEEN DONE! 3 WEEK AGO

PLEASE CALL ME THAT YOU HAVE RECEIVED  
THIS FAX. AT 1 800 611 9600. - EXT 13.

↓ 9 AM - 7 PM  
PAYMENT.

00002030955---0  
-12/17/96--01101--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

	Robin P. Jenkins Ph. 305 726-0467 7004 NW 95th Ave. Tamarac, FL 33321	63-9126/2070 6548304051	541
	date <u>10/dec/96</u>		
Pay to the order of _____		\$35.00/-	
<u>thirty five dollars - only</u>		Dollars	
GREAT WESTERN BANK			
5499 NORTH UNIVERSITY DRIVE TAMARAC, FL 33321 1 800 361-2151			
MICR (Filing fee)			
⑆26709⑆263⑆ 6548304051⑆		0541	

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DIVISION OF CORPORATIONS  
96 DEC 13 PM 4:14 96 DEC 13 PM 4:14  
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DEC 1 1996



Nov 15 96 17:49 No.003 P.02

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, ROBIN JENKINS, hereby resign as VICE PRESIDENT/DIRECTOR  
of DIRECT FLAOR INC  
(Name of Corporation)

a corporation organized under the laws of the State of FLAOR

That the corporation has been notified in writing of the resignation.

[Signature]  
(Signature of resigning officer/director)

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DIVISION OF CORPORATIONS  
96 DEC 13 PM 4:14

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 637, TALLAHASSEE, FL 32314