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MARTIN S. FORMAN

ATTORNEY AND COUNSELOR AT LAW

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TELEPHONE 226-1561

October 31, 1996

File # 3620

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

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-11/05/96--01011--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: SILKSCAPE DESIGNS, INC.

Gentlemen:

Enclosed please find two (2) copies of Certificate of Incorporation and Certificate Designating Place of Business for the above named corporation and the undersigned's check in the sum of of \$122.50 for the filing fee and certified copy.

Please expedite.

Very truly yours,



Martin S. Forman

Encl.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION

OF

SILKSCAPE DESIGNS, INC.

We the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation shall be:

SILKSCAPE DESIGNS, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

(a) To manufacture, buy, sell, import, export, lease artificial flowers, plants, trees, silk floral designs for all types of decoration, interior and exterior displays. To design, create, establish, build, manufacture, install all types of floral and landscaping arrangements for all types of design and display purposes both interior or exterior.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(b) To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, country, state, territory or government.

(c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed, and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of

capital stock except from the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholders' quorum or vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similiar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

### ARTICLES III

This corporation is organized in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954.

### ARTICLE IV

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be

fifty (50) shares, all of which shall be of no par value and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in services of property at just valuation, to be fixed by the Directors of this corporation of the organization meeting, or any other meeting held for that purpose.

#### ARTICLE V

The minimum amount of capital with which the corporation shall begin business shall be ONE THOUSAND AND 00/100 DOLLARS (\$1,000.00).

#### ARTICLE VI

This corporation is to have perpetual existence.

#### ARTICLE VII

The initial Post Office Address of the principal office of this corporation in the State of Florida is:

9725 S.W. 77th Terrace Miami, Florida, 33173  
and the name of the initial registered agent at such address is: JOHN D. PAYNE.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### ARTICLE VIII

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

#### ARTICLE IX

The names and post office addresses of the first board of Directors and officers of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

JOHN D. PAYNE, President	9725 S.W. 77th Terrace Miami, Florida 33173
GREG KOPF, Secretary	3841 N.E 2nd Avenue Miami, Florida 33133

#### ARTICLE X

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
JOHN D. PAYNE	9725 S.W. 77th Terrace Miami, Florida 33173	5	\$500.00
GREG KOPF	3841 N.E. 2nd Avenue Miami, Florida 33133	<u>5</u>	<u>500.00</u>
		10	\$1,000.00

#### ARTICLE XI

The management and control of the business of this corporation shall be conducted under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a President, one or more Vice-Presidents, a Treasurer and a Secretary; one or more of said officers may hold one or more offices, except that the President may not also be the Secretary or Assistant Secretary. No person holding two offices shall act in or execute any instrument in the capacity of more than one office.

#### ARTICLE XII

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

#### ARTICLE XIII

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:


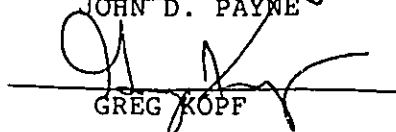
(a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

(d) When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporator has hereunto set her respective hand and seal this 31<sup>st</sup> day of October, 1996.

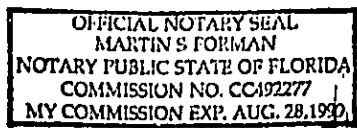
 (SEAL)  
JOHN D. PAYNE  
 (SEAL)  
GREG KOPF

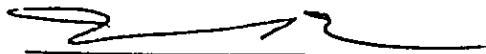


STATE OF FLORIDA )  
: ss  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared JOHN D. PAYNE and GREG KOPF, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 27<sup>th</sup> day of October, 1996.



  
Notary Public, State of Florida  
at Large  
Printed,,typed or stamped name  
**MARTIN S. FORMAN**  
Comm. No. CC 492277

My Commission Expires: 8/28/99

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHICH PROCESS MAY BE SERVED**

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In pursuance of Chapter 48.091, Florida Statutes,  
the following is submitted, in compliance with said act:

First, That SILKSCAPE DESIGNS, Inc., desiring to  
organize under the laws of the State of Florida with its  
principal office, as indicated in the Articles of  
Incorporation in the County of Dade, State of Florida has  
named JOHN D. PAYNE located at 9725 S.W. 77th Terrace., County  
of Dade, State of Florida, as its agent to accept service of  
process within this state.

ACKNOWLEDGEMENT: (Must be signed by designated agent)

Having been named to accept service of process for  
the above stated corporation, at place designated in this  
certificate, I hereby accept to act in this capacity, and  
agree to comply with the provision of said Act relative to  
keeping open said office.

By: \_\_\_\_\_

(Resident Agent)

John D. Payne

CLERK OF COURT  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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