

P960000094748

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002005499--6
-11/15/96--01013--015
*****78.75 *****78.75

SUBJECT: A Gallery of Flowers, Inc.
(Proposed corporate name- must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

X \$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee
Certified Copy
& Certificate

From: Alfred L. Miller
Name (Printed or typed)
6604 S. W. 95th Court
Address
Miami, Florida 33173
City, State & Zip
(305) 663-6050
Daytime Telephone number

RECEIVED
DIVISION OF CORPORATIONS
NOV 15 1996

g/f 11/20/96

**ARTICLES OF INCORPORATION
OF
A Gallery of Flowers, INC.**

FILED
SECRETARY OF STATE
DEPARTMENT OF REVENUE
96 NOV 15 PM 12:00

ARTICLE I - NAME

The name of this corporation is A GALLERY OF FLOWERS, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity, commencing at the time of filing these articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized to provide flower and bridal services, but may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, all of one class, at One (\$1.00) Dollar par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 3299 N.W. 7th Street, Miami, Florida, 33125 and the name and address of the initial registered agent of this corporation is Alfred L. Miller, 6604 S.W. 95th Court, Miami, Florida, 33173.

ARTICLE VI - INITIAL RECORD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by the by-laws of the corporation or amendment thereto, but shall never be less than one.

The names and addresses of the initial director of this corporation is:

Cristobal P. Bolano
7815 Camino Real Apt.# I-317
Miami, Florida 33143

Maria S. Hernandez
7815 Camino Real Apt.# I-317
Miami, Florida 33143

Frank Dino Sangineto
1775 S. W. 22nd Terrace
Miami, Florida 33145

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

ALFRED L. MILLER
6604 S.W. 96TH Court
Miami, Florida 33173

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular and special meetings of the Board of Directors by means of conference telephone, as provided by law.

ARTICLE XI - INFORMAL ACTION OF DIRECTORS

If all directors severally or collectively consent to any action taken or to be taken by this corporation and the writings evidencing their consent are filed with the Secretary of this corporation, then the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 13 day of November, 1996.


ALFRED L. MILLER
Subscriber

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HER DUTIES.

DATED this 13 day of November, 1996.


ALFRED L. MILLER
Registered Agent

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this 13 day of November, 1996, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ALFRED L. MILLER, to me well known and known to me to be the individual described in and who executed the foregoing instrument as Subscriber to the Articles of Incorporation of A GALLERY OF FLOWERS, INC., and who acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida the day and year last above written.


NOTARY PUBLIC, State of Florida
At Large

PRINT NAME: Dalila M. Rodriguez

My Commission Expires:

