

P96000098576

TRANSMITTAL LETTER

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

SUBJECT: **BOTANICA ST. JOHNS, INC.**  
(Proposed Corporate Name)

700002017927--4  
-12/03/96--01106--004  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find an original and one (1) copy of the article of incorporation for the above corporation and a check in the amount of \$122.50.

From: George Azzopardi  
4731 Larchmont Court  
Orlando, FL 32821

FILED  
96 DEC -2 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED  
96 DEC -2 AM 9: 01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

BOTANICA ST. JOHNS, INC.

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby executes and assents to the within Articles of Incorporation for the purposes of forming a corporate body under and by virtue of the laws of the State of Florida, and specifically under and by virtue of Chapter 607 Florida Statutes, as amended.

ARTICLE I  
NAME OF CORPORATION AND MAILING ADDRESS

The name of the corporation is BOTANICA ST. JOHNS, Inc. The corporate mailing address is 508 W. Oakridge Rd., Orlando, FL.

ARTICLE II  
DURATION

The duration of the corporation is perpetual. Corporate existence shall commence upon the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III  
PURPOSE

The purpose of the corporation is to conduct any and all lawful business for which corporations may be incorporated under Chapter 607.0301, Florida Statutes, as now exists or may after be amended.

ARTICLE IV  
CAPITALIZATION

The aggregate number of shares of stock which this corporation may issue is 1000 shares at \$1.00 per share.

**ARTICLE V**  
**PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office and the agent is George Azzopardi  
4731 Larchmont Ct., Orlando, Fl 32821

**ARTICLE VII**  
**INITIAL DIRECTOR(S)**

There shall be one (3) initial director(s) of the corporation, who shall be as follows:

<u>Name</u>	<u>Address</u>
Yanique Anique Villard	5298 SW 104th St Apt 913 Miami, Fl 33196
Kelly Swalla	207 Garden Cove Ct. Orlando, Fl 32835
George Azzopardi	4731 Larchmont Ct. Orlando, Fl 32821

The number of directors may be either increased or decreased from time to time by the Bylaws; however, there shall never be less than one nor more than five.

**ARTICLE VIII**  
**INCORPORATOR**

The incorporator(s) is (are) George Azzopardi, whose address is 4731 Larchmont Ct.  
Orlando, FL 32821

**ARTICLE IX**  
**LIMITATION OF LIABILITY**

Each director and officer, in consideration for his or her services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him or her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director or officer of the corporation or any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by Florida Statutes Chapter 607.0850. The foregoing right of indemnification shall be inclusive of any other rights to which any director or officer may be entitled as a matter of law.

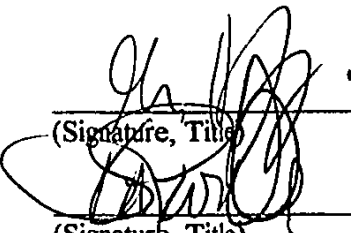
**ARTICLE X**  
**SELF DEALING**

No contract or other transaction between the corporation and other corporations in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or a director or officer or are directors or officers of any other corporation, and any director or directors individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or persons firm, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contraction with the corporation for the benefit of himself or any firm, association, or corporation in which he or she may be anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he or she is also a director of such subsidiary or controlled corporation.

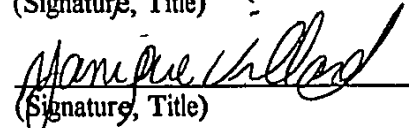
**ARTICLE XI**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of directors, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has (have) executed these Articles of Incorporation  
the 21 day of November, 19 96.

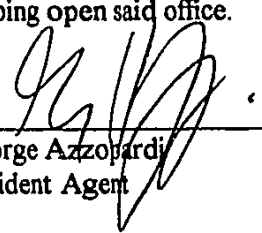
  
\_\_\_\_\_  
(Signature, Title)

  
\_\_\_\_\_  
(Signature, Title)

  
\_\_\_\_\_  
(Signature, Title)

**ACCEPTANCE OF DESIGNATION**

Having been designated a Resident Agent for the above-named corporation  
to accept service of process at the address below, I hereby accept said designation  
and agree to act in this capacity and to comply with provisions of said act relative to  
keeping open said office.

  
\_\_\_\_\_  
George Azzopardi  
Resident Agent

4731 Larchmont Ct.  
Orlando, FL 32821