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Civil Process Plus, Inc.

RAUL ZAYAS, PRES.

Certified Process Servers and  
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MEMORANDUM

June 23, 1997

To: Secretary of State - Division of Corporations  
From: Raul Zayas

FILED  
97 JUN 24 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosed are the original articles of incorporation for Tesoro Flowers and Imports, Inc., a corporation for profit, together with a check in the sum of \$122.50 which includes your fee to obtain a file stamped copy of such articles. Please mail the copy to the address below.

Kindly contact this office should you require any additional information.

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QNA-26-97

**ARTICLES OF INCORPORATION**  
**OF**  
**TESORO FLOWERS AND IMPORTS, INC.**

97 JUN 24 AM 10:14  
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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be: **TESORO FLOWERS AND IMPORTS, INC.**

**ARTICLE II**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLES III**

The principal place of business and mailing address of this corporation shall be:

6800 Bird Road, Suite 295  
Miami, Florida 33155

**ARTICLE IV**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business.
2. Said corporation shall have further powers as set forth below:

To have perpetual succession by its corporation name;

To sue and be sued, complain and defend in its corporate name in all actions and proceedings;

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To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, barter, and otherwise dispose of all or any part of its property;

To lend money to and use its credit to assist, its officers and employee in accordance with Florida Statutes S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, barter, import, export or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security of the payment of funds so loaned and or invested;

To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within and outside this State;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensations;

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To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this State, for administration;

To make donations for the public welfare or for charitable, scientific or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries;

To be a importer, exporter, promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 (One Thousand Shares) shares, having an individual par value of \$1.00 (One Dollar).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Sidney L. Syna, Esq.  
28 West Flagler Street, Suite 610  
Miami, Florida 33131

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ARTICLE VII

The initial board of Directors shall consist of a total of one person and the name and address of the person who is to serve as an initial director is:

TANIT ROMERO  
7823 S.W. 91 Avenue  
Miami, Florida 33173

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is :

TANIT ROMERO  
7823 S.W. 91 Avenue  
Miami, Florida 33173

The undersigned has executed these Articles of incorporation this 12th day of June, 1997

  
Incorporator

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION  
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 agent/registered office, in the State of Florida.

First that TESORO FLOWERS AND IMPORTS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has Sidney Syna, Esq. located at 28 West Flagler Street, Suite 610, Miami, Florida., County of Dade, State of Florida, as its agent to accept service of process within this state.

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

Sidney Syna 6-20-97  
REGISTERED AGENT