

P97000077920

FLORTECH, INC.

Requestor's Name

1922 WILSON ST.

Address

HOLLYWOOD, FL 33020

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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*****70.00 *****70.00

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED
97 SEP -8 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nedrau SEP 9 1997

**ARTICLES OF INCORPORATION
OF
FLORTECH, INC.**

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97 SEP - 8 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Thomas P. Nannini, Paul D. Howser and Kim Ward form a corporation under the laws of the State of Florida, and do hereby adopt and publish the following Articles of Incorporation, agreeing to take the number of shares set opposite their name.

**I
NAME**

The name of the Corporation is FLORTECH, Inc. by which name it may contract and be contracted with, sue and be sued, adopt a corporate seal, and conduct its' business.

**II
PURPOSE**

The purpose for which the Corporation shall be organized and the nature of the business to be transacted, promoted and carried on by this Corporation shall be:

- A. To operate, conduct, manage, maintain and carry on the selling of goods and services over the internet as related to, but not limited to, the following DBA's:
Sending Flowers, Babefest & LoveShackBaby. To contract and subcontract, buy, sell, at wholesale and retail, rent, lease or maintain, and generally due and perform everything necessary for carrying out the aforesaid purposes. To buy, sell, acquire, market, lease, rent and deal with supplies, inventory, machines and equipment of every class and description or otherwise in connection with the advancement of their business.

- B. To do and perform all things needful and lawful for the development and expansion of the aforesaid business and in general to do all things necessary and incidental to the conduct and operation of said business, both within and without the State of Florida, to the same extent as a natural person might or could do and in any capacity.
- C. To enter into, make, and perform contracts and leases of every kind and description with any person, firm, association, corporation, municipality, county, state, body, politic, or government, colony or dependency thereof, dealing in both real and personal property.
- D. To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, stock of this corporation, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired, and to assume all powers necessary or convenient in or about the conduct and management of said business.
- E. In general to carry on any other business in connection with the forgoing, including but not limited to participation in the operation, management, and control of the aforesaid business, and to have and exercise all of the powers conferred by the laws of Florida upon corporations formed thereunder, and to do any and all things hereinbefore set forth to the same extent as natural persons might or could do.

The purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other Article of these articles of Incorporation, but the purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

III DURATION

The duration of this corporation shall be perpetual.

IV OFFICE AND RESIDENT AGENT

The address of the registered office and principal office in the State of Florida of this Corporation shall be: 1922 Wilson St., Hollywood, FL 33020.

The name and address of its registered agent shall be: Paul D. Howser, 1922 Wilson St., Hollywood, FL 33020.

V CAPITAL STOCK

There shall be but one (1) class of shares namely Two Thousand (2,000) Shares of common stock of no par value.

VI INCORPORATORS

The name and address of the Incorporators and the number of shares subscribed by them are:

Thomas P. Nannini 1641 Tyler St. #8 Hollywood, FL 33020	33 1/3 Shares
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Paul D. Howser 1922 Wilson St. Hollywood, FL 33020	33 1/3 Shares
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Kim Ward 3182 S. Kalispell St. Aurora, CO 80013	33 1/3 Shares
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VII DIRECTORS

The initial directors shall be:

Thomas P. Nannini

Paul D. Howser

Kim Ward

The affairs of the Corporation shall be managed and conducted by a Board of Directors. The stockholders at each annual meeting, by a majority vote of those present, in person or by proxy, shall determine the number of directors, which shall never be less than one (1) nor more than four (4), and, until otherwise determined by the stockholders, shall be four.

The number of Directors so determined shall be elected at such meeting to serve for the ensuing year and until their successors shall have been elected and have accepted office. It shall not be necessary for a Director to be a stockholder of the Company.

Three (3) directors shall be elected at the first meeting of the Incorporators and shall hold office until the first annual meeting of the stockholders.

The Directors shall elect a President, Vice President, Secretary, and Treasurer, and may elect, or the board of directors may appoint, such officers or assistant officers as may be provided for in the By-Laws of the Corporation or by appropriate resolution for the Board of Directors. No officers need to be a Director or stockholder of the Corporation, and any two (2) of the offices of President, Vice President, secretary and Treasurer, and any assistant to any such officer, may be combined in one (1) person. All elected officers shall serve for a term of one (1) year and until their respective successors have been elected and have accepted office, unless sooner removed in the manner provided by the By-Laws. All appointed officers shall hold office at the pleasure of the person or persons appointing them, except as the By-Laws may otherwise provide. The duties of the officers and any assistant officers shall be (a) those prescribed by the By-Laws; (b) those usually incident to such offices where the By-Laws fail to provide otherwise; and (c) those which may be assigned to them from time to time by the Board of Directors.

The annual meeting of the stockholders and Directors shall be held at such times and places and shall be fixed by the By-Laws.

Any contract, transaction, or Act of the Corporation or of the Directors which shall be ratified by a majority of a quorum of the stockholders then entitled to vote at any annual meeting or at any special meeting called for such purpose shall, insofar as permitted by law and by these Articles of Incorporation, be as valid and binding as those ratified by every stockholder of the Corporation.

VIII BY-LAWS

The authority to make, alter amend or rescind the By-Laws is expressly vested in the Board of Directors, subject to the power of the stockholders to change or repeal such By-Laws.

IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by, and in accordance with the provisions of, the Act, the Corporation shall indemnify each Director or officers of the Corporation against expenses (including attorney's fees), judgements, taxes, penalties, fines (including an excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement (collectively "Liability"), incurred by such Director or officer in conjunction with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such Director or officer is or is threatened to be made, a party because such Director or officer is or was a Director or officer, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans. A director or officer shall be considered to be serving an employee benefit plan at the Corporation's request if such director's or officer's duties to the Corporation also impose duties on or otherwise involve services by such Director or officer of the plan or to participants in or beneficiaries of the plan. To the fullest extent authorized or permitted by, and in accordance with the provisions of, the Act, the corporation shall pay or reimburse expenses (including attorney's fees) incurred by a director or officer who is a party to a proceeding in advance of final disposition of such a proceeding.

The indemnification against liability and advancement of expenses provided by, or granted pursuant to, this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under any By-Law, agreement, action of shareholders or disinterested Directors, or otherwise, both as to the action in such director's or officer's official capacity and as to action in another capacity while holding such office of the Corporation, shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation may purchase or maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by such person in that capacity or arising from such person's status as a Director, officer employee or agent, whether or not the Corporation would have power to indemnify such person against the same Liability under the provisions of this Article IX or the Act.

Any repeal or modification of this Article IX by the Board of Directors or shareholders of the Corporation shall not be adversely affect any right or protection of a director or officer of the Corporation under this Article IX with respect to any Act or omission occurring prior to the time of such repeal or modification.

X ELIMINATION OF CERTAIN LIABILITY OF DIRECTORS AND OFFICERS

A Director or officer of the Corporation shall not be personally liable to the Corporation, its' shareholders or to persons dealing with the Corporation for monetary damages for the breach of such Director's or officer's duties as a director or officer provided that this provision shall not eliminate or limit the Liability of a director or officer for the following:

- (i) for any transaction in which the Director's or officer's personal financial interest is in conflict with the financial interests of the Corporation or its' shareholders;

- (ii) for Acts or omissions not in good faith or which involve intentional misconduct or are known to the director or officer to be a violation of law;
- (iii) for any transaction from which the director or officer derived an improper personal benefit. This Article X shall continue to be applicable with respect to any such breach of duties by a Director or officer and shall inure to the personal benefit of such director's or officer's heirs, executors and administrators.

XI


The Corporation shall begin the transaction of business upon the election of the first Board of Directors by the stockholders, the designated amount of capital having been paid in, and the certificate of Incorporation theretofore issued and duly filed.

This Corporation is organized pursuant to the plan specified in section 1244 of the internal revenue code.


IN WITNESS WHEREOF, we have hereunto set our names this 28th day of August 1997



Thomas P. Nannini



Paul D. Howser / REGISTERED AGENT *



Kim Ward

*By SIGNING ABOVE, I ACCEPT THE DUTIES AS REGISTERED AGENT.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

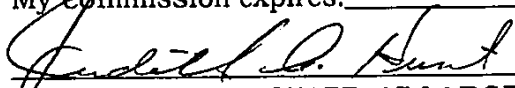
State of Florida)

County of Broward)

On the 28th day of August 1997 there appeared Thomas P. Nannini, who, being by me duly sworn, did acknowledge before me that said instrument was his own free act and deed.

WITNESS my signature this 28th day of August 1997.

My commission expires: _____


NOTARY PUBLIC, STATE-AT-LARGE, FL

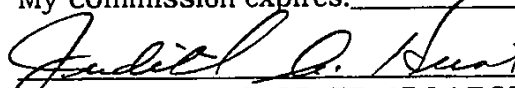


JUDITH A. HUNT
COMMISSION # CC 535523
EXPIRES FEB 26, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

On the 28th day of August 1997 there appeared Paul D. Howser, who, being by me duly sworn, did acknowledge before me that said instrument was his own free act and deed.

WITNESS my signature this 28th day of August 1997.

My commission expires: _____


NOTARY PUBLIC, STATE-AT-LARGE, FL

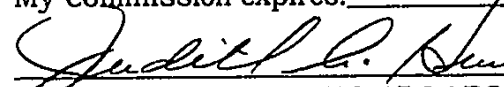


JUDITH A. HUNT
COMMISSION # CC 535523
EXPIRES FEB 26, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

On the 28th day of August 1997 there appeared Kim Ward, who, being by me duly sworn, did acknowledge before me that said instrument was his own free act and deed.

WITNESS my signature this 28th day of August 1997.

My commission expires: _____


NOTARY PUBLIC, STATE-AT-LARGE, FL



JUDITH A. HUNT
COMMISSION # CC 535523
EXPIRES FEB 26, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.