

# Karkus Press

ESTABLISHED 1919

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March 16, 1998

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: AB FLOWERS, INC.

Dear Sir/Madam,

Enclosed please find one original and one copy of the Articles of Incorporation for the above referenced corporation.

Please file same with a certified copy included. You may charge the filing fees to VISA account number 4104-9103-8001-4776, expiration date May, 1999 in the name of Fredric S. Bear, Bear Acquiring Corp. (122.50).

Please mail the certified copy to the address shown below.

Thank you.

Sincerely,

*Patricia L. Marciniak*  
Patricia L. Marciniak  
Corporate Advisor

PLM/am

Enc.

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TALLAHASSEE, FLORIDA

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## ARTICLES OF INCORPORATION

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be:

AB FLOWERS INC.

### ARTICLE II PRINCIPAL OFFICE

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

3523 SW 3rd Street, Miami, Florida 33135

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 Shares Common Without Nominal or Par Value

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Joe Mendez 3523 SW 3rd Street, Miami, Florida 33135

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ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Patricia L. Marciniak 474 Old Bridge Turnpike, South River, NJ 08882

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

5th day of March, 19 98

*Patricia L. Marciniak*

Signature

Signature

Signature

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

## CERTIFICATE OF DESIGNATION OF 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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: AB FLOWERS INC.

2. The name and address of the registered agent and office is:

Joe Mendez

(NAME)

3523 SW 3rd Street

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, Florida 33135

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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*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.*

  
(SIGNATURE)

3/9/98  
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314