

P98000052181

LAW OFFICES OF

John W. Case, Esquire

ATTORNEY AND COUNSELOR AT LAW

2900 EAST OAKLAND PARK BOULEVARD  
THIRD FLOOR  
FORT LAUDERDALE, FLORIDA 33306  
TELEPHONE: (954) 564-0550  
FAX: (954) 564-8666

EFFECTIVE DATE

6-3-98

June 3, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

600002551366--8  
-06/08/98--01091--018  
\*\*\*122.50 \*\*\*122.50

Re: Sendingflowers.com, Inc.

Dear Sir:

Enclosed please find an original and copy of the Articles of Incorporation of the captioned company, together with a Resident Agent form and our check #9157 in the amount of \$ 122.50 representing payment of the following:

Filing Fee:	\$ 35.00
Certified Copy of Charter	52.50
Resident Agent Certificate	<u>35.00</u>
 TOTAL	 \$ 122.50

FILED  
98 JUN -8 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Very truly yours,

John W. Case  
JWC/pm

Enclosure(s)

me 6/11/98

EFFECTIVE DATE  
6-3-98

FILED

98 JUN -8 AM 9: 28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**Sendingflowers.com, Inc.**

**ARTICLE I - NAME - LOCATION**

The name of this corporation is **Sendingflowers.com, Inc.**, located at 1922 Wilson Street, Hollywood, Florida 33020.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these articles.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares".

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same

kind, class or series as that which he already holds, 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 - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

1922 Wilson Street  
Hollywood, Florida 33020

and the name of the initial registered agent of this corporation at that address is:

Paul Howser

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
JONAS KLEIN	Post Office Box 80-0239 Aventura , Florida 33280-0239

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
JONAS KLEIN	3300 N.E. 192 <sup>nd</sup> Street, Suite 806 Aventura, Florida 33180


**ARTICLE IX - AMENDMENT**

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

**ARTICLE X - QUALIFICATION UNDER SECTION 1244**

This corporation shall qualify under Section 1244 of the Internal Revenue Code and Regulations issued thereunder, and the plan to issue Section 1244 stock shall be adopted by the Board of Directors.

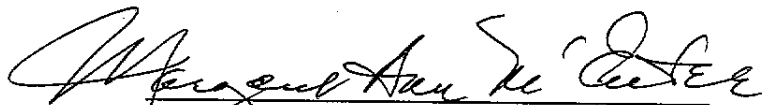
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3<sup>rd</sup> day of June, 1998.

  
\_\_\_\_\_  
JONAS KLEIN

STATE OF FLORIDA    )  
COUNTY OF BROWARD)(

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JONAS KLEIN known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid this 3<sup>rd</sup> day of June, 1998.

  
\_\_\_\_\_  
Margaret Ann McEntee  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL  
MARGARET ANN MCENTEE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC399680  
MY COMMISSION EXP. AUG. 10, 1998

**ACKNOWLEDGMENT BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of the Florida Corporation Act relative to keeping said office open.



\_\_\_\_\_  
PAUL HOWSER, Registered Agent

**PREPARED BY:**  
**JOHN W. CASE, ESQUIRE**  
**2900 EAST OAKLAND PARK BOULEVARD, THIRD FLOOR**  
**FORT LAUDERDALE, FL 33306**  
**(954) 564-0550**

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**TALLAHASSEE, FLORIDA**